環球印館控股有限公司
Universe Printshop Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8448

Annual Report 2025

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This report, for which the directors (the "Directors") of UNIVERSE PRINTSHOP HOLDINGS LIMITED (the "Company", together with its subsidiaries, the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Lam Shing Tai *(Chairman and Chief Executive Officer)*
Ms. Li Shuang
Mr. Kao Jung
Mr. Yip Chi Man
Mr. Li Zhenwu *(appointed on 1 July 2024)*

Independent Non-Executive Directors

Mr. Wong Chun Kwok
Mr. Ho Kar Ming
Ms. So Shuk Wan

AUDIT COMMITTEE

Mr. Wong Chun Kwok *(Chairman)*
Mr. Ho Kar Ming
Ms. So Shuk Wan

REMUNERATION COMMITTEE

Mr. Ho Kar Ming *(Chairman)*
Mr. Wong Chun Kwok
Ms. So Shuk Wan

NOMINATION COMMITTEE

Ms. So Shuk Wan *(Chairlady)*
Mr. Wong Chun Kwok
Mr. Ho Kar Ming

RISK MANAGEMENT COMMITTEE

Mr. Wong Chun Kwok *(Chairman)*
Mr. Ho Kar Ming
Ms. So Shuk Wan

AUTHORISED REPRESENTATIVES (FOR THE PURPOSE OF THE GEM LISTING RULES)

Mr. Lam Shing Tai
Mr. So Hang Fung

AUTHORISED REPRESENTATIVE (FOR THE PURPOSE OF THE COMPANIES ORDINANCE)

Mr. Lam Shing Tai

COMPLIANCE OFFICER

Mr. Lam Shing Tai

COMPANY SECRETARY

Mr. So Hang Fung

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS OF OUR GROUP AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Southeast Industrial Building
No. 611-619 Castle Peak Road
Tsuen Wan, New Territories
Hong Kong

Corporate Information

LEGAL ADVISERS AS TO HONG KONG LAWS

Howse Williams
27/F, Alexandra House,
18 Chater Road
Central, Hong Kong

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited
HSBC Main Building
1 Queen's Road Central
Central
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F Far East Finance Centre
16 Harcourt Road
Hong Kong

COMPANY'S WEBSITE

www.uprintshop.com

STOCK CODE

8448

Chairman's Statement

Dear Shareholders,

On behalf of the board of Directors (the "Board"), I am pleased to present the annual report of the Company for the year ended 31 March 2025 ("FY2025").

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in provision of general printing service and trading of printing equipment and consumables.

For FY2025, the Group reported revenue of approximately HK$163.9 million, reflecting an increase of approximately 134.4% compared to the revenue of approximately HK$69.9 million for the year ended 31 March 2024 ("FY2024"). The Group experienced a total comprehensive income attributable to equity holders of the Company of approximately HK$0.5 million in FY2025, compared to a total comprehensive loss attributable to equity holders of the Company of approximately HK$28.4 million in FY2024.

Navigating Market Headwinds and Strategic Realignment

The past year has presented unprecedented challenges for the Hong Kong printing industry, most notably with the onset of a price competition since October 2024. This intensified market competition has significantly driven down product prices within the region, making it increasingly difficult to sustain viable production operations locally under the prevailing cost structure.

In response to these pressures, and after careful consideration, the Board has agreed to terminate the final stage of construction work of our new production site in Tsing Yi. This difficult but necessary decision was made to ensure the survival and long-term resilience of our business. The current production costs in Hong Kong is no longer compatible with the latest market price levels.

To further mitigate the impact of the price competition, we have continued to implement rigorous cost-control measures and have streamlined our operational structure.

Progress on International Expansion

Despite the headwinds in Hong Kong, our expansion efforts into Mainland China, Taiwan, and the United States have continued to yield positive results. The supply of printing products, printing-related raw materials and machinery in these markets has been well received, complementing our core printing services and enhancing overall group profitability. These new business lines have strengthened our revenue diversification and reduced our reliance on the Hong Kong market.

We remain committed to deepening our presence in these growth markets, leveraging the synergies created across our business segments. Our international expansion strategy has proven critical in offsetting local market challenges and positioning the Group for a sustainable and long-term growth.

Chairman's Statement

Operational Efficiency and Future Outlook

The Group will maintain its focus on operational efficiency and cost management. We are reviewing all aspects of our business to identify further opportunities for optimisation, including the adoption of new technologies and process improvements. Our goal is to ensure that our operations remain agile and competitive, allowing us to respond quickly to market changes.

Looking ahead, while the market outlook in Hong Kong remains uncertain, we are optimistic about the prospects in our overseas markets. The Group will continue to prioritise innovation, sustainability, and quality across all business lines. By strengthening our international footprint and maintaining disciplined cost control, we are confident in our ability to weather the current challenges and deliver sustainable value to our stakeholders in coming years.

APPRECIATION

I would like to take this opportunity to express my gratitude to all our shareholders, the Board, management and staff of for their dedication and effort over the years. In addition, on behalf of the Board, I would also like to express our most sincere thanks to all our customers and business partners for their continuous support. Together, we will navigate this challenging landscape and emerge stronger.

Mr. LAM Shing Tai
Chairman
Hong Kong, 29 July 2025

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

In FY2025, the Group's total revenue increased significantly to approximately HK$163.9 million, representing a substantial rise of approximately HK$94.0 million or approximately 134.4% compared to approximately HK$69.9 million in FY2024. This increase was primarily driven by the Group's expansion into a new geographical segment and the introduction of sales of printing-related raw materials and machinery during the year.

Costs of Sales

The major components of the cost of sales include raw material costs, subcontracting fees, manufacturing overhead, and staff costs. In FY2025, the total cost of sales increased to approximately HK$128.9 million from approximately HK$60.5 million in FY2024. This increase was in line with the rise in revenue, reflecting higher operational activity resulting from the expansion into new business segments.

Gross Profit and Gross Profit Margin

The Group's gross profit increased significantly to approximately HK$35.0 million in FY2025 from approximately HK$9.4 million in FY2024. This increase was primarily due to the substantial growth in revenue and the stabilization of fixed costs. The gross profit margin improved to approximately 21.3% in FY2025 from approximately 13.5% in FY2024, reflecting enhanced operational efficiency and economies of scale achieved through higher sales volumes.

Other Gains

In FY2025, other gains amounted to approximately HK$0.3 million, which primarily comprised exchange gains and gains on the disposal of a subsidiary. However, these were offset by a loss on the disposal of property, plant, and equipment of approximately HK$0.2 million and the absence of gains on lease modifications, which had contributed approximately HK$0.6 million in FY2024. As a result, other gains decreased compared to approximately HK$1.5 million in FY2024.

Distribution and Selling Expenses

Distribution and selling expenses amounted to approximately HK$4.2 million for FY2025, which primarily consisted of sales commissions and customer service expenses. These expenses increased as compared to approximately HK$0.4 million in FY2024, primarily due to (i) a one-off commission paid for the sale of machinery and (ii) costs associated with an outsourced customer service team during the year.

Administrative and Other Expenses

Administrative and other expenses primarily comprise staff costs (including directors' remuneration), depreciation, legal and professional fees, IT development fees, auditors' remuneration, marketing and entertainment, utilities expenses, bank charges, and other miscellaneous administrative expenses. The administrative and other expenses decreased to approximately HK$25.3 million in FY2025, representing a reduction of approximately HK$7.0 million or approximately 14.4% compared to approximately HK$32.3 million in FY2024. The decrease was mainly attributable to reduction in staff costs and a reduction in depreciation of right-of-use assets, primarily related to the rental expense of the Group's retail shop, due to a significant decrease in the number of retail shops.

FINANCIAL REVIEW (CONTINUED)

Impairment Loss Recognised on Trade Receivables

The impairment loss recognised on trade receivables increased significantly to approximately HK$2.5 million in FY2025, compared to approximately HK$0.2 million in FY2024, representing an increase of approximately HK$2.3 million. This increase was primarily due to the significant rise in trade receivables, which grew from approximately HK$4.6 million in FY2024 to approximately HK$58.2 million in FY2025, driven by the Group's expansion into new business segments. Save as disclosed in the section headed "Trade and Other Receivables, Prepayments, and Deposits", most of the trade receivables have been settled up to the date of this annual report. Therefore, most of the impairment losses are expected to be reversed in the next financial year.

Impairment Loss on Property, Plant and Equipment, Right-of-Use Assets, and Intangible Assets

In FY2025, no impairment losses were recognized on property, plant and equipment, right-of-use assets, or intangible assets, compared to an impairment loss of approximately HK$6.5 million in FY2024. This was primarily due to the significant impairment of these assets in prior years, which had reduced their carrying values. Additionally, the increased sales volume and enhanced economies of scale in FY2025 provided sustainable support for the current value of these assets, despite ongoing challenges in economic and market conditions characterized by intense price competition.

Total Comprehensive Income or Loss for the Year Attributable to Equity Holders of the Company

The total comprehensive income attributable to equity holders of the Company was approximately HK$0.5 million in FY2025, compared to a total comprehensive loss attributable to equity holders of the Company of approximately HK$28.4 million in FY2024, representing a positive turnaround of approximately HK$28.9 million. This shift from loss to profit was primarily due to the substantial increase in turnover, increase in operational efficiency through economies of scale, and a significant cost-cutting policy. Excluding the impact of one-off items, the net operating profit was approximately HK$0.6 million in FY2025, compared to a net operating loss of approximately HK$22.7 million in FY2024. The one-off items in FY2025 included (i) a gain on disposal of a subsidiary of approximately HK$0.2 million; (ii) a loss on disposal of property, plant, and equipment of approximately HK$0.2 million; and (iii) government grants of approximately HK$18,000. In contrast, the one-off items in FY2024 included (i) an impairment loss on property, plant and equipment, right-of-use assets, and intangible assets of approximately HK$6.5 million; (ii) legal and professional fees related to the Group's fundraising activities and notifiable transactions of approximately HK$0.7 million; (iii) a gain on modification of leases for retail shops and machinery of approximately HK$0.6 million; (iv) a gain on disposal of property, plant, and equipment of approximately HK$0.9 million; and (v) government subsidies of approximately HK$13,000.

Property, Plant and Equipment

Property, plant, and equipment increased to approximately HK$7.0 million as at 31 March 2025 from approximately HK$4.3 million as at 31 March 2024. This increase was primarily due to leasehold improvements made for the production site in Tsing Yi.

Right-of-Use Assets

As at 31 March 2025, right-of-use assets amounted to approximately HK$16.8 million, representing a decrease from approximately HK$20.5 million as at 31 March 2024. This decrease was primarily attributable to depreciation charges incurred during the year.

Management Discussion and Analysis

FINANCIAL REVIEW (CONTINUED)

Intangible Assets

The intangible assets of the Group increased to approximately HK$0.9 million as at 31 March 2025 from approximately HK$0.3 million as at 31 March 2024. This increase was mainly due to the acquisition of printing software during the year.

Deposits Paid

The deposits paid by the Group decreased to approximately HK$1.0 million as at 31 March 2025 from approximately HK$3.7 million as at 31 March 2024. This decrease was primarily due to the absence of deposits for leasehold improvements and for purchasing printing machinery.

Inventories

The inventory balance of the Group decreased to approximately HK$0.2 million as at 31 March 2025, representing a reduction of approximately HK$0.6 million or approximately 75.0% compared to approximately HK$0.8 million as at 31 March 2024. This decrease was primarily due to the termination of the Group's own production by the year-end, which led to the complete elimination of raw material inventory from approximately HK$0.3 million in FY2024 to nil in FY2025.

Trade and Other Receivables, Prepayments, and Deposits

The trade and other receivables, prepayments, and deposits of the Group increased significantly to approximately HK$63.9 million as at 31 March 2025 from approximately HK$11.1 million as at 31 March 2024. This increase was primarily driven by a substantial rise in trade receivables from approximately HK$4.6 million to approximately HK$58.2 million as at 31 March 2025, mainly due to increased revenue and the Group's entry into a new business segment. As at the date of this annual report, approximately HK$58.0 million of such trade receivables as at 31 March 2025 have been received.

Amount Due from a Related Company

The Group entered into a transaction involving the sale of display printing equipment to a company which was wholly-owned by an independent third party. The majority shareholding of such company was subsequently acquired by an associate of a director of the Company. The balance mainly represents the amount due from the sale of the display printing equipment, amounting to approximately HK$7.1 million, which was not yet due as at 31 March 2025. As at the date of this annual report, approximately HK$7.1 million of such balances have been received.

Value-Added Tax Recoverable

The value-added tax recoverable was approximately HK$9.8 million as at 31 March 2025, compared to nil as at 31 March 2024. This balance mainly represents tax refunds receivable from the export of goods from China, resulting from the Group's business expansion into new geographical segment. As at the date of this annual report, approximately HK$9.0 million of the value-added tax recoverable has been received, with approximately HK$0.8 million under application and expected to be received in August 2025.

Management Discussion and Analysis

FINANCIAL REVIEW (CONTINUED)

Prepaid Income Tax

The prepaid income tax of the Group was nil as at 31 March 2025, compared to approximately HK$1.3 million as at 31 March 2024. This reduction was due to the full receipt of all prepaid income taxes during FY2025. Reference is made to Note 5 to the consolidated financial statements. The issue regarding additional tax assessments from the Inland Revenue Department (the "IRD") of Hong Kong for the years of assessment 2015/16 and 2016/17 was fully resolved in FY2025. No additional tax charges for the years of assessment 2015/16 and 2016/17 were imposed by the IRD, and no further tax assessments were received for the year of assessment 2017/18.

Cash and Cash Equivalents

The cash and cash equivalents of the Group decreased to approximately HK$1.8 million as at 31 March 2025 from approximately HK$9.8 million as at 31 March 2024. This decrease was primarily due to the utilization of proceeds from the Rights Issue (as detailed in "Use of proceeds in relation to the Rights Issue" below).

Trade and Other Payables and Accruals

The trade and other payables and accruals of the Group increased significantly to approximately HK$68.6 million as at 31 March 2025 from approximately HK$9.1 million as at 31 March 2024. This increase was primarily due to a rise in trade payables from approximately HK$4.9 million as at 31 March 2024 to approximately HK$62.3 million as at 31 March 2025, driven by increased subcontracting services resulting from the entry into a new business segment and delayed repayments from customers. As at the date of this annual report, approximately HK$59.4 million of the trade payables as at 31 March 2025 have been settled.

EMPLOYEES AND EMOLUMENT POLICIES

As at 31 March 2025, the Group employed 39 (31 March 2024: 39) full time employees in Hong Kong and in the PRC. The staff costs of the Group, including directors' emoluments, employees' salaries, retirement benefits schemes contributions and other benefits amounted to approximately HK$14.9 million for FY2025 (FY2024: HK$20.3 million).

Employees are remunerated in accordance with individual's responsibility and performance, also taking into account the prevailing market rates to ensure competitiveness. Other fringe benefits such as retirement benefits and discretionary bonus are offered to all employees. Training is also provided on a continuing basis to our existing employees on areas such as operation of our machinery, work safety, fire safety and quality control.

The Group has established a Mandatory Provident Fund Scheme for its Hong Kong employees. The assets of the scheme are held separately in funds which are under the control of independent trustees. The retirement benefit scheme contributions charged to profit or loss represent contributions paid or payable by the Group to the scheme at 5% of each of the employees' monthly relevant income capped at HK$30,000 per month. In compliance with PRC laws and regulations, the Group has also enrolled its PRC employees in defined contribution schemes, such as pension, medical, unemployment, maternity, and occupational injury insurance, as well as the housing provident fund managed by the PRC government. The Group contributes a fixed percentage of each employee's salary, within local municipal government-set limits, to these schemes to support its employees retirement benefits. The total costs charged to profit or loss for FY2025 amounted to approximately HK$0.5 million (FY2024: approximately HK$0.7 million) and represented contributions paid or payable to the schemes by the Group in respect of the current accounting period. At the end of the reporting period, there were no forfeited contributions available to reduce future obligations.

Management Discussion and Analysis

LEASE LIABILITIES

The total lease liabilities of the Group decreased from approximately HK$24.5 million as at 31 March 2024 to approximately HK$17.0 million as at 31 March 2025, representing a reduction of approximately HK$7.5 million or approximately 30.6%. This decrease was primarily due to (i) repayments made during the year and (ii) the absence of material new lease agreements compared to FY2024, when the Group acquired two sets of four-colour digital ink-jet printing machines manufactured by FUJIFILM amounting to HK$18.7 million. In FY2025, the Group entered into a new lease for printing machinery amounting to approximately HK$1.4 million.

LIQUIDITY, FINANCIAL RESOURCES, AND CAPITAL STRUCTURE

As at 31 March 2025, the Group had net current liabilities of approximately HK$8.0 million (31 March 2024: HK$6.8 million), of which the cash and cash equivalents were approximately HK$1.8 million (31 March 2024: HK$9.8 million). The Group's current ratio as at 31 March 2025 was approximately 0.91 (31 March 2024: 0.77).

Total lease liabilities for the Group amounted to approximately HK$17.0 million as at 31 March 2025 (31 March 2024: HK$24.5 million). The gearing ratio as at 31 March 2025 was approximately 3.8 (31 March 2024: 4.8), calculated on the basis of the Group's total lease liabilities of HK$17.0 million, loan from a shareholder of HK$5.6 million, amount due to a director of HK$5.9 million, and amounts due to a related company of HK$0.9 million over the total equity.

As at 31 March 2025, the Group recorded (i) net assets of approximately HK$7.7 million, (ii) lease liabilities in the amount of approximately HK$6.8 million, loan from a shareholder of HK$5.6 million, amount due to a director of HK$5.9 million, and amounts due to a related company of HK$0.9 million, which were due within one year, and (iii) lease liabilities in the amount of approximately HK$10.2 million, which were due after one year.

The share capital of the Group only comprises of ordinary shares.

As at 31 March 2025, the Company's issued share capital was HK$24,950,000 (31 March 2024: HK$24,950,000) and the number of its issued ordinary shares was 99,800,000 (31 March 2024: 499,000,000) of HK$0.25 each (31 March 2024: HK$0.05 each).

On 18 March 2025, the Company implemented a share consolidation on the basis that every five issued and unissued ordinary shares of par value HK$0.05 each were consolidated into one consolidated share of par value HK$0.25 each, reducing the number of issued shares from 499,000,000 to 99,800,000 ("Share Consolidation"). The proposed ordinary resolution to approve the Share Consolidation was duly passed by the shareholders of the Company by way of poll at the Extraordinary General Meeting held on 14 March 2025. Further details are set out in the circular of the Company dated 19 February 2025 and the announcement dated 18 March 2025.

On 29 May 2025, the Company implemented (i) a capital reduction by cancelling the paid-up capital to the extent of HK$0.24 on each of the then issued consolidated shares, reducing the par value of each issued consolidated share from HK$0.25 to HK$0.01 ("Capital Reduction"); (ii) a share sub-division of each authorised but unissued consolidated share of par value HK$0.25 into twenty-five new shares of par value HK$0.01 each ("Share Sub-Division" and together with the Share Consolidation and Capital Reduction, the "Capital Reorganisation"). The proposed special resolution to approve the Capital Reduction and Share Sub-Division was duly passed by the shareholders of the Company by way of poll at the Extraordinary General Meeting held on 14 March 2025. Further details on the Capital Reduction and Share Sub-Division are set out in the announcements of the Company dated 11 February 2025 and 27 May 2025 and the circular dated 19 February 2025.

DIVIDENDS

The Board does not recommend the payment of a final dividend for FY2025 (FY2024: nil).

CAPITAL COMMITMENTS

As at 31 March 2025, the Group did not have material capital commitments that have not been disclosed (31 March 2024: capital commitment of approximately HK$2,549,700 for acquisition of leasehold improvements and printers).

SIGNIFICANT INVESTMENTS

There was no significant investments held as at 31 March 2025 (31 March 2024: nil).

MATERIAL ACQUISITIONS AND DISPOSALS OF ASSOCIATES, JOINT VENTURES OR SUBSIDIARIES

The Group did not have any material acquisition or disposal of associates, joint ventures or subsidiaries during FY2025.

FOREIGN CURRENCY EXPOSURE

The Group mainly generates revenue and incurs costs in the U.S. Dollar, Renminbi and Hong Kong Dollars. Hong Kong Dollar is pegged to the U.S. Dollar. The fluctuation in the exchange rates between Hong Kong dollars and Renminbi has been relatively small in recent years. The Group believes it faces minimal foreign currency risk and thus has not undertaken any hedging activities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

KEY RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various types of risks, including operational risks, market risks, liquidity risks, credit risks and regulatory risks. The following highlights some of the risks which are considered material by our Directors:

The Group's growth and success hinges on customer retention and acquisition amidst market volatility

The Group generally does not enter into any long-term contract with its customers and sales of the Group are derived on an order-by-order basis and may fluctuate from time to time. Hence, the growth and success of the Group relies on the Group's ability to retain its existing customers and attract new customers, which is affected by various factors such as sales coverage, service quality, marketing strategies, market demand and the degree of competition in the market. There is no assurance that the Group's customers will continue to place orders with the Group in the future.

Dependence on a major customer

The Group's largest customer accounted for approximately 31.93% of the Group's total revenue for FY2025. There is no assurance that this customer will continue their business relationship with the Group. Should this major customer cease its business relationship with the Group or substantially reduce the volume of business with the Group, the Group's profitability may be adversely affected.

KEY RISKS AND UNCERTAINTIES (CONTINUED)

The Group's operations is subject to fluctuation in the costs of raw materials and subcontracting services

The profitability of the Group depends on its ability to effectively manage subcontracting costs and to anticipate and respond to fluctuations in purchase costs of raw materials. The availability and costs of our principal raw materials may change due to factors beyond our control, such as government policies, economic conditions and market competition, which may also impact subcontracting costs. The Group cannot guarantee that it will fully anticipate or respond to changes in raw material prices or effectively transfer increased subcontracting costs to customers. In that case, the operation and financial performances may be adversely affected.

Reliance on sub-contractors who are printing service providers and their failure to meet our requirements may materially and adversely affect our business and reputation

The Group sub-contracts certain production procedures and printing services to sub-contractors who are printing service providers. It cannot be assured that the management can monitor the performance of the sub-contractors as directly and effectively as monitoring the staff members of the Group. In case the sub-contractors fail to meet the deadlines or required standards, the business and reputation of the Group may be adversely affected.

In addition, if the sub-contractors are in breach of any laws, rules or regulations in matters such as health and safety, environment and employment, they may be subject to prosecution and unable to perform the work of the Group. The Group may then have to locate and appoint another sub-contractors for replacement at additional cost, which would lower the profit margin of the Group.

Possible shortage in supply of our raw materials

To deliver printing services with fast turnaround time and meet the expectation of customers, the Group has to be able to procure raw materials in a timely manner. The Group did not enter into any long-term contract with the suppliers. There is no assurance that the Group will continue to be able to secure a stable supply of raw materials at competitive prices in a timely manner or at all. Failure to do so will cause disruption in production or delayed delivery, thereby adversely affecting the Group's business, results of operation and reputation.

Printing business is vulnerable to economic shifts in key markets

The Group's business is vulnerable to economic shifts in key markets, including Hong Kong, Mainland China, Taiwan, and the United States. The Group's operations depend on macro-economic conditions in these regions and may be adversely affected by changes in demand for its printing services and products due to economic downturns, inflation, fluctuations in foreign exchange rates, social and/or political developments, and trade policies, such as U.S. tariffs. While the Group's expansion into new markets aims to diversify revenue sources, it also exposes the Group to additional risks associated with operating in multiple jurisdictions, including potential increases in costs or disruptions caused by such tariffs.

CHARGE ON ASSETS

As at 31 March 2025, certain machineries of the Group with a carrying value of approximately HK$14.1 million (31 March 2024: HK$14.4 million) were held under finance leases.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2025 (31 March 2024: nil).

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The following is a comparison of the Group's business plan as set out in the prospectus of the Company dated 13 March 2018 (the "Prospectus"), with actual business progress up to 31 March 2025.

Business plan as set in the Prospectus, the First Change in UOP Announcement and the Second Change in UOP Announcement	Progress up to 31 March 2025
Purchase of a five-colour offset press	As disclosed in the announcement of the Company dated 18 October 2018 (the "First Change in UOP Announcement"), the Group entered into the purchase agreement for the acquisition of a six-colour offset press. For the detailed reasons for the change in use of proceeds, please refer to the First Change in UOP Announcement. The set up of the six-colour offset press was completed in May 2019.
Purchase of a hybrid printer	As disclosed in the announcement of the Company dated 23 March 2020 (the "Second Change in UOP Announcement"), the Board resolved to reallocate the proceeds for other purpose. For the detailed reasons for the change in use of proceeds, please refer to the Second Change in UOP Announcement.
Expansion of the Group's store network	As disclosed in the Second Change in UOP Announcement, the Board resolved to reallocate the proceeds for other purpose. For the detailed reasons for the change in use of proceeds, please refer to the Second Change in UOP Announcement.
Lease of four digital printers	As disclosed in the Second Change in UOP Announcement, the Group entered into a finance lease agreement for the lease of four digital printers at a total lease payment of approximately HK$5 million. The set up of the digital printers was completed in June 2020.
Purchase of printing related machines	As at 31 March 2023, the Group acquired printing related machines from an independent third party at approximately HK$5.0 million. The set up of the printing related machines was completed in September 2022.
Upgrade information technology systems	The set up of the Company's website and mobile application was completed in 2020.

Management Discussion and Analysis

USE OF PROCEEDS IN RELATION TO THE SHARE OFFER

On 28 March 2018, the Company's shares were listed on GEM and 225,000,000 new shares of HK$0.01 each (equivalent to 9,000,000 shares of HK$0.01 each after the share consolidation took effect on 27 December 2023 and the Capital Reorganisation) were issued at HK$0.23 (the "Share Offer"). The net proceeds from the Share Offer was HK$24.0 million after payment of transaction cost and listing expenses. As disclosed in the First Change in UOP Announcement, the Board resolved to reallocate the use of the net proceeds from the Share Offer for acquiring a six-colour offset press to replace of one of the Group's existing four-colour offset press (the "First Change in UOP").

Details of the revised allocation of the First Change in UOP up to 22 March 2020 are set out as follows:

	Planned use of the net proceeds as announced on 18 October 2018 (adjusted according to the actual net proceeds received) HK$ million (approximately)	Utilised net proceeds up to 22 March 2020 HK$ million (approximately)	Unutilised net proceeds up to 22 March 2020 HK$ million (approximately)
Purchase of a six-colour offset press	10.7	10.7	–
Purchase of a hybrid printer	10.5	–	10.5
Expansion of our store network	1.9	–	1.9
Upgrade information technology systems	0.9	0.9	–
Total	24.0	11.6	12.4

USE OF PROCEEDS IN RELATION TO THE SHARE OFFER (CONTINUED)

As disclosed in the Second Change in UOP Announcement, the Board resolved to have a second change with respect to the use of net proceeds (the "Second Change in UOP"). The unutilised net proceeds from the Share Offer as at 31 March 2024 was approximately HK$0.9 million which was brought forward for the use during FY2025. During FY2025, the net proceeds has been fully utilised. Details of the Second Change in UOP up to 31 March 2025 are set out as follows:

	Planned use of the net proceeds as announced on 23 March 2020 (adjusted according to the actual net proceeds received) HK$ million (approximately)	Unutilised net proceeds up to 31 March 2024 HK$ million (approximately)	Amount of net proceeds utilised during FY2025 HK$ million (approximately)	Unutilised net proceeds up to 31 March 2025 HK$ million (approximately)
Purchase of a six-colour offset press	10.7	–	–	–
Lease of four digital printers	5.0	0.9	0.9	–
Purchase of printing related machines	5.0	–	–	–
Working capital	2.4	–	–	–
Upgrade information technology systems	0.9	–	–	–
Total	24.0	0.9	0.9	–

As disclosed in the Second Change in UOP Announcement, the Group entered into a finance lease agreement with an independent third party, being the manufacturer of printer and copier, for the lease of four new digital printers at the total lease payment of HK$5,040,000, of which HK$5.0 million will be funded by the net proceeds, for a lease term of 60 months. For details, please refer to the Second Change in UOP Announcement. Total lease payment of approximately HK$5.0 million has been paid out of the net proceeds up to 31 March 2025.

USE OF PROCEEDS IN RELATION TO THE RIGHTS ISSUE

On 3 October 2023, the Board has resolved to propose the Rights Issue on the basis of three rights shares for every two shares of the Company at HK$0.115 per rights share of HK$0.05 each on a fully underwritten basis. The adjusted closing price of the shares of HK$0.05 each was HK$0.135 per Share on 3 October 2023, being the date on which the proposal of the Rights Issue was put forth by the Board. The aggregate nominal value of the rights shares is HK$14,970,000. On 6 February 2024, the Company has completed the Rights Issue, and on 7 February 2024, the Company issued a total of 299,400,000 new ordinary shares of the Company (equivalent to 59,880,000 shares of HK$0.01 each after the Capital Reorganisation). The gross proceeds of the Rights Issue were approximately HK$34.4 million. After taking into account the expenses related to the Rights Issue, the net proceeds of the Rights Issue were approximately HK$32.7 million, representing the net price of approximately HK$0.109 per rights share. The Rights Issue was conducted as the Group had imminent need of capital to support its business operation and expansion as detailed in the circular of the Company dated 30 November 2023, and the Company intended to apply the net proceeds from the Rights Issue for (i) repayment of trade and other payables and accruals; (ii) partial repayment of a shareholder's loan; and (iii) general working capital (for settlement of additional staff salary and settlement of rental payments).

The details of the use of proceeds from the Rights Issue and unutilised net proceeds carried forward for future use are set out in the following table:

Expected use of net proceeds	Planned use of the net proceeds as announced on 8 January 2024 (adjusted according to the actual net proceeds received) HK$ million (approximately)	Unutilised net proceeds up to 31 March 2024 HK$ million (approximately)	Amount of net proceeds utilised during FY2025 HK$ million (approximately)	Unutilised net proceeds up to 31 March 2025 HK$ million (approximately)	Expected timeline of full utilisation of the balance
Repayment of trade and other payables and accruals	8.6	–	–	–	–
Partial repayment of a shareholder's loan	16.2	–	–	–	–
Settlement of additional staff salary	4.6	4.6	3.6	1.0	End of 31 March 2026
Settlement of rental payments	3.3	2.8	2.8	–	–
	32.7	7.4	6.4	1.0	

USE OF PROCEEDS IN RELATION TO THE RIGHTS ISSUE (CONTINUED)

There is no material change between the intended use of proceeds and actual use of proceeds. The following is a comparison of the Group's business plan as set out in the prospectus of the Company dated 9 January 2024 (the "Prospectus 2024"), with actual business progress up to 31 March 2025.

Repayment of trade and other payables and accruals	As at 31 March 2024, the Company had fully utilised the net proceeds for the repayment of trade and other payables and accruals.
Partial repayment of a shareholder's loan	As at 31 March 2024, the Company had fully utilised the net proceeds for the partial repayment of a shareholder's loan.
Settlement of additional staff salary	The Group is in the process of recruiting more experienced staff. The Company expected the net proceeds for the settlement of additional staff salary will be fully utilised by the year ending 31 March 2026.
Settlement of rental payments	The Group is utilising the net proceeds for the settlement of rental payments as per the planned timeline. As at 31 March 2025, the Company had fully utilised the net proceeds for the settlement of rental payments.

The remaining unused net proceeds as at 31 March 2025 were placed as bank balances with licensed banks in Hong Kong and will be applied according to the intended usage stated in the Prospectus 2024.

The business objectives, future plans and planned use of proceeds as stated in the Prospectus 2024 were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus 2024 while the proceeds were applied based on the actual development of the Group's business and the industry.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2025, the Group did not have any plans for material investments and capital assets.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. LAM Shing Tai (林承大), aged 58, has been appointed as an executive Director and the chairman of our Board with effect from 1 July 2022 and designated as the chief executive officer of the Company and compliance officer of the Company with effect from 1 July 2023. Mr. Lam is primarily responsible for the overall management, strategic planning and development of our Group. He is an authorised representative of the Company under the GEM Listing Rules and an authorized representative of the Company under Part 16 of the Companies Ordinance (chapter 622 of the laws of Hong Kong). He is also a director of each of the subsidiaries of our Company, namely, All In 1 Printing (Group) Limited, Universe Printing Holdings Limited, Print Shop Limited, Startec Colour Separation Printing Limited, Net Printshop Limited, Quick Quick Logistics Company Limited, South Sea International Press Limited, Universe Printshop Limited and Elegance Technology Printing Limited.

Mr. Lam is the sole director of New Metro Inc., which holds approximately 59.45% of the issued shares of the Company as at the date of this annual report.

Pursuant to the deed of acting in concert undertaking dated 4 April 2022 (the "Deed of Acting in Concert Undertaking") entered into among New Metro Inc., Mr. Lam Shing Tai (being the sole ultimate beneficial owner of New Metro Inc.), Mr. Chau Man Keung and Mr. Hsu Ching Loi, each of them is deemed to be interested in the shares held by the others. New Metro Inc. is the beneficial owner of 296,679,133 shares (equivalent to 59,335,826 shares after the share consolidation which took effect on 18 March 2025), Mr. Chau Man Keung is the beneficial owner of 8,273,200 shares (equivalent to 1,654,640 shares after the Share Consolidation) and Mr. Hsu Ching Loi is the beneficial owner of 22,100,000 shares (equivalent to 4,420,000 shares after the share consolidation which took effect on 18 March 2025). Accordingly, Mr. Lam Shing Tai is interested in 327,052,333 shares (equivalent to 65,410,466 shares after the Share Consolidation), representing approximately 65.54% of the issued shares of the Company as at the date of this annual report.

Mr. Lam has been a controlling shareholder of Wilson Printing Equipment Limited, a company principally engages in the trading of printing machinery, equipment and printing materials, since 2004. In 2011, Mr. Lam established Wilson (Hong Kong) Limited, a company principally engages in general trading of printing related products.

Ms. LI Shuang (李爽), aged 55, has been appointed as an executive Director with effect from 1 July 2023. She is primarily responsible for providing general business advice to the Group. Ms. Li has over 21 years of experience in the import and export industry and over 8 years of experience in financial leasing. Ms. Li obtained her bachelor of arts degree in French from Sichuan School of Foreign Language (四川外語學院) (currently known as Sichuan International Studies University) in 1992. Ms. Li is currently an executive director and manager of Yihua Financial Leasing (Chongqing) Co., Ltd. (怡華融資租賃(重慶)有限公司), and is primarily responsible for developing financing and leasing business for equipment procured by companies for revitalising enterprise assets and supporting the technological improvement of corporate entities.

Mr. KAO Jung (高榮), aged 56, has been appointed as an executive Director with effect from 1 July 2023. He is primarily responsible for providing advice in relation to printing business. Mr. Kao has over 31 years of experience in the printing industry. He has experience in overseeing printing equipment affairs of company and leading sales of digital product equipment. Mr. Kao founded Mao Hua Enterprise Co., Ltd. (茂華實業股份有限公司) in July 2006 and has been serving as a general manager since then. Mr. Kao was a general manager of Home Making Creative Printing Co., Ltd. (家裡蹲創意印刷股份有限公司). Mr. Kao completed a two-year course in electronic engineering at the computing engineering department of Kuang Wu Industry Junior College (currently known as Taipei City University of Science and Technology) in 1990.

Mr. YIP Chi Man (葉子民), aged 60, has been appointed as an executive Director with effect from 1 July 2023. Mr. Yip has over 31 years of experience in the printing industry with involvements along the printing process ranging from production and product research and development to marketing. He joined the Group in April 2022 as the assistant to the chairman of the Board and the chief operating officer of the Company and is mainly responsible for the day-to-day operations of the Company. Prior to joining the Group, Mr. Yip was employed at Promise Network Printing Limited from October 2014 to August 2021 as the business development director. As at 31 March 2025, Mr. Yip is also a director of certain subsidiaries of the Company, namely, All In 1 Printing (Group) Limited, Universe Printing Holdings Limited, Print Shop Limited, Startec Colour Separation Printing Limited, Net Printshop Limited, Quick Quick Logistics Company Limited, South Sea International Press Limited, Universe Printshop Limited and Elegance Technology Printing Limited.

Mr. LI Zhenwu (李振武), aged 57, has been appointed as an executive Director with effect from 1 July 2024. He is primarily responsible for providing information technology advice in relation to printing business to the Group. He has accumulated extensive experience in the printing and packaging industry, including (i) serving as the group information technology director at ZRP Printing Group Co., Ltd. (中榮印刷集團股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange (stock code: 301223)), an integrated printing and packaging solution provider; (ii) serving as a consultant at the packaging technology research institute of Shenzhen City YUTO Packaging Technology Co., Ltd. (深圳市裕同包裝科技股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002831)), an international packaging solution provider headquartered in Shenzhen, the People's Republic of China; (iii) serving as an information technology director and a chief operating officer within the group companies of Shenzhen Jinjia Group Co., Ltd. (深圳勁嘉集團股份有限公司) (the shares of which are listed on Shenzhen Stock Exchange (stock code: 002191)); and (iv) serving as senior information technology manager of business system at Shenzhen Donnelley Printing Co., Ltd. (深圳當納利印刷有限公司). Prior to joining the printing and packaging industry, Mr. Li has worked in various companies taking up information technology related roles, such as being the information technology manager (Mainland China and Hong Kong) at Guangzhou Cookson Enthone Chemistry Trading Co., Ltd. (廣州確信樂思化學貿易有限公司). Mr. Li obtained his bachelor degree in computer software from Jinan University in the People's Republic of China in 1990.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Chun Kwok (黃振國), aged 43, has been appointed as an independent non-executive Director with effect from 1 July 2022. He is also the chairman of each of the audit committee of the Board (the "Audit Committee") and the risk management committee of the Board (the "Risk Management Committee"), and a member of each of the nomination committee of the Board (the "Nomination Committee") and the remuneration committee of the Board (the "Remuneration Committee"). He has over 19 years of experience in accounting and finance. Mr. Wong currently serves as a non-executive director of DW Consulting Corporation Limited and an independent director of Datasea Inc. (NASDAQ: DTSS). He was the chief financial officer of Huisen Household International Group Limited, a company listed on the Main Board of the Stock Exchange with stock code 2127, from October 2021 to June 2024. He served as the financial controller from February 2017 to January 2018 and the chief financial officer from January 2018 to August 2020 of Fitness World (Group) Limited. He was a senior associate in the assurance practice of PricewaterhouseCoopers Limited (PwC) from January 2016 to January 2017. He worked at Moore Stephens Associates Limited (Hong Kong) as an audit senior associate from October 2010 to December 2015. He worked at KLC CPA Limited from October 2005 to August 2010 with his last position being a supervisor. Mr. Wong is a fellow member of Association of Chartered Certified Accountants and an affiliate member of The Society of Chinese Accountants & Auditors. Mr. Wong obtained his Bachelor of Commerce degree in Accounting from Macquarie University in Sydney, Australia in 2005.

Biographical Details of Directors and Senior Management

Mr. HO Kar Ming (何嘉明), aged 53, has been appointed as an independent non-executive Director with effect from 1 July 2022. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee. He currently serves as the chief executive officer of Linpons Company Limited, a company established for provision of business advisory and promotion services, communication solution and language training, since September 2021 and the relationship manager of Infinity Asset Management Limited (a corporation licensed by the Securities and Futures Commission to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance) from July 2020 to May 2022. He served as the chief operating officer of Mastermind Strategy Advisors Limited, a company established for provision of business advisory services, from May 2019 to September 2021. He was a senior advisor of Di & Cooke Company Limited, a company established for provision of business advisory services and corporate planning and training, from March 2011 to March 2019. Mr. Ho obtained his Bachelor of Business degree in Banking and Finance from Queensland University of Technology in Australia in March 1995.

Ms. SO Shuk Wan (蘇淑韻), aged 38, has been appointed as an independent non-executive Director with effect from 1 July 2022. She is also the chairlady of the Nomination Committee and a member of each of the Audit Committee, the Remuneration Committee and the Risk Management Committee. She has over 12 years of experience in corporate governance. She currently serves as the Hong Kong Company Secretary of SouthGobi Resources Ltd. ("SGQ"), a mining company listed on the Main Board of the Stock Exchange with stock code 1878 and TSX Venture Exchange with stock code SGQ. Ms. So joined SGQ in February 2011 and has held various positions, including assistant company secretary before being appointed as the Hong Kong Company Secretary in January 2021. Ms. So obtained her Bachelor of Business Administration from the Bernard M. Baruch College of the City University of New York in June 2010 and a Master of Corporate Governance from the Hong Kong Polytechnic University in September 2019. Ms. So is an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute respectively, a member of the Hong Kong Independent non-executive Director Association, and a Certified ESG Planner of the International Chamber of Sustainable Development.

SENIOR MANAGEMENT

Mr. SO Hang Fung (蘇恒峯), aged 40, joined the Group in 2018 as a financial controller. Mr. So was appointed as chief financial officer and company secretary of our Group in February 2021. He is primarily responsible for financial reporting, financial control matters and corporate secretarial matters of our Group. Mr. So has more than 16 years of experience in finance and accounting management since September 2008. Prior to joining our Group, he worked in a managerial grade position in a state-owned enterprise and the assurance department of an international audit firm.

Mr. So obtained a Bachelor of Business Administration in Accounting from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong) and a Master's Degree of Corporate Governance from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants of England and Wales. Additionally, Mr. So is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators).

Directors' Report

The Board is pleased to submit this report together with the audited consolidated financial statements of the Group for the year ended 31 March 2025.

PRINCIPAL ACTIVITIES

The Group is principally engaged in provision of general printing service and trading of printing equipment and consumables.

An analysis of the Group's performance for the year ended 31 March 2025 is set out in the "Management Discussion and Analysis" section of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2025 are set out in the consolidated statement of comprehensive income on page 70 of this annual report.

The Directors do not recommend the payment of a dividend for the year ended 31 March 2025.

DONATIONS

Charitable and other donations made by the Group during the year ended 31 March 2025 amounted to nil.

SHARES CAPITAL

Details of movement in the Company's share capital during the year ended 31 March 2025 are set out in Note 27(b) to the consolidated financial statements.

On 18 March 2025, the Company consolidated every five (5) existing Shares of par value of HK$0.05 each into one (1) consolidated share of par value of HK$0.25 each in the share capital of the Company. For further details, please refer to the sections headed "Management Discussion and Analysis – Financial Review – Liquidity, financial resources and capital structure" for details of the Share Consolidation (as defined therein) and the Capital Reduction (as defined therein).

EQUITY LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Scheme", no equity-linked agreements were entered into by the Company at any time during the year ended 31 March 2025 or subsisted at the end of the year.

DISTRIBUTABLE RESERVES

As at 31 March 2025, the Company did not have any reserve available for distribution.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 120 of this annual report. Such summary does not form part of the audited consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale of treasury share, if any) during FY2025 and up to the date of this report.

SHARE OPTION SCHEME

The Company adopted a share option scheme by written resolutions of shareholders passed on 26 February 2018. The purpose of the share option scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and service providers of the Group and to promote the success of the business of the Group. As the share option scheme was adopted before the effective date of the new Chapter 23 of the GEM Listing Rules (i.e. 1 January 2023), the Company has complied and will continue to comply with the new Chapter 23 to the extent required by the transitional arrangements for the existing share schemes. In the future event that the Company wishes to make grants under the share option scheme and/or adopt new share scheme(s), the Company will make appropriate announcement and if necessary seek shareholders' approval accordingly.

SHARE OPTION SCHEME (CONTINUED)

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full-time or part-time), director, consultant or adviser of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, options to subscribe for such number of shares as it may determine in accordance with the terms of the share option scheme.

The subscription price of a share in respect of any particular option granted under the share option scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; or (iii) the nominal value of a Share on the date of grant of the option.

The maximum number of shares issued and to be issued upon the exercise of options granted to any participant (including both exercised and outstanding options) under the share option scheme, in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue. Any further grant of options in excess of such limit must be separately approved by shareholders in general meeting with such grantee and his close associates (or his associates if such grantee is a connected person) abstaining from voting. An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of an offer for the grant of option(s) is HK$1.0.

An option may be exercised in accordance with the terms of the share option scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. Save as determined by the Board and provided in the offer of the grant of the relevant options, there is no minimum holding period or performance target which must be achieved before any options can be exercised. The share option scheme will remain in force for a period of ten years commencing from the date of its adoption on 26 February 2018 and will expire at the close of business on 25 February 2028. As at 31 March 2025, the remaining life of the share option scheme was approximately 3 years. Under the said scheme, the maximum number of shares of the Company that may be issued upon the exercise of options that may be granted is 90,000,000 shares of HK$0.01 each (equivalent to 3,600,000 shares of HK$0.01 each (after the Share Consolidations), representing approximately 3.6% of the issued share capital of the Company as at the date of this report. No share options were granted, exercised, lapsed or cancelled under the share option scheme since its adoption. As at 1 April 2024 and 31 March 2025, there was no outstanding share option and the number of options available for grant under the share option scheme was 90,000,000.

Directors' Report

DIRECTORS

The Directors during the year ended 31 March 2025 and up to the date of this report were:

Executive Directors

Mr. Lam Shing Tai (Chairman and Chief Executive Officer)
Ms. Li Shuang
Mr. Kao Jung
Mr. Yip Chi Man
Mr. Li Zhenwu (appointed on 1 July 2024)

Independent Non-Executive Directors

Mr. Wong Chun Kwok
Mr. Ho Kar Ming
Ms. So Shuk Wan

DIVIDEND POLICY

The Company has adopted a dividend policy which stipulates that in deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account the results of operations, working capital, financial position, future prospects and capital requirements, as well as any other factors which the Directors may consider relevant. The payment of dividend by the Company is also subject to any restrictions under the Companies Act of the Cayman Islands and the articles of association of the Company.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company which has no fixed terms and is subject to retirement by rotation in accordance with the provisions of the Company's articles of association. Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a fixed term of three years and is subject to retirement by rotation in accordance with the provisions of the Company's articles of association.

In accordance with the provisions of the Company's articles of association, certain Directors will retire and being eligible, offer themselves for re-election at the Company's forthcoming annual general meeting.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has any unexpired service contract or letter of appointment with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Other than the material related party transaction disclosed in Note 31 to the consolidated financial statements, there were no transactions, arrangements and contracts of significance to which the Group was a party nor in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at anytime during the year ended 31 March 2025.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than the material related party transaction disclosed in Note 31 to the consolidated financial statements and the section headed "Connected Transactions" below, neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company's controlling shareholders or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the Company's controlling shareholders or their subsidiaries during the year ended 31 March 2025.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time for the year ended 31 March 2025 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on pages 18 to 20 of this report.

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2025, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange: (a) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

Long position in ordinary shares of the Company as at 31 March 2025

Name of Director	Capacity/Nature of interest	Number of shares held/ interested	Long/short position	Approximate percentage of shareholding (%)
Mr. Lam Shing Tai	Interest in controlled corporation (Note 1)	59,335,826	Long position	59.45
	Interest held jointly with another person (Note 2)	6,074,640	Long position	6.09
Mr. Yip Chi Man	Interest of spouse (Note 3)	950,000	Long position	0.95

Long position in ordinary shares of the associated corporation as at 31 March 2025

Name	Name of associated corporation	Capacity/Nature of interest	Number of shares held/interested	Long/short position	Percentage of shareholding
Mr. Lam Shing Tai	New Metro Inc.	Beneficial Owner	850	Long position	85%
Ms. Li Shuang	New Metro Inc.	Beneficial Owner	100	Long position	10%
Mr. Kao Jung	New Metro Inc.	Beneficial Owner	50	Long position	5%

Notes:

1. As disclosed in the announcement of the Company dated 30 October 2024, following the purchase of (i) 100 shares of New Metro Inc. ("New Metro"). by Ms. Li Shuang; and (ii) 50 shares of New Metro by Mr. Kao Jung, on 28 October 2024 (the "Shareholding Change"), New Metro is owned as to 85% by Mr. Lam Shing Tai, 10% by Ms. Li Shuang and 5% by Mr. Kao Jung. Under the SFO, Mr. Lam Shing Tai is deemed to be interested in the 59,335,826 Shares held by New Metro.

2. Pursuant to the deed of acting in concert undertaking dated 4 April 2022 (the "Deed of Acting in Concert Undertaking") entered into among New Metro, Mr. Lam Shing Tai (being the then sole ultimate beneficial owner of New Metro), Mr. Chau Man Keung and Mr. Hsu Ching Loi (collectively the "Concerted Controlling Shareholders"), each of them is deemed to be interested in the Shares held by the others. New Metro is the beneficial owner of 59,335,826 Shares, Mr. Chau Man Keung is the beneficial owner of 1,654,640 Shares and Mr. Hsu Ching Loi is the beneficial owner of 4,420,000 Shares. Accordingly, the Concerted Controlling Shareholders are each interested in 65,410,466 Shares, representing approximately 65.54% of the entire issued share capital of the Company as at 31 March 2025.

3. Mr. Yip Chi Man is the spouse of Ms. Au Suk Han Shirley. By virtue of the SFO, Mr. Yip Chi Man is deemed to be interested in all the Shares in which Ms. Au Suk Han Shirley is interested or deemed to be interested under the SFO.

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (CONTINUED)

Save as disclosed above, as at 31 March 2025, none of the Directors nor chief executive of the Company had or was deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing of directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors, as at 31 March 2025, the following persons/entities other than a Director or the chief executive of the Company had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company:

Long position in ordinary shares of the Company as at 31 March 2025

Name of Shareholders	Capacity/Nature of interest	Number of shares held/ interested	Long/short position	Approximate percentage of shareholding in the Company (%)
New Metro	Beneficial owner	59,335,826	Long position	59.45
	Interest held jointly with another person (Note 1)	6,074,640	Long position	6.09
Mr. Chau Man Keung	Beneficial owner	1,654,640	Long position	1.66
	Interest held jointly with another person (Note 1)	63,755,826	Long position	63.88
Mr. Hsu Ching Loi	Beneficial owner	4,420,000	Long position	4.43
	Interest held jointly with another person (Note 1)	60,990,466	Long position	61.11
Ms. Fung Chi Kuen	Interest of spouse (Note 2)	65,410,466	Long position	65.54
Ms. Siu Man Yam	Interest of spouse (Note 3)	65,410,466	Long position	65.54
Ms. Ng Lai Nga	Interest of spouse (Note 4)	65,410,466	Long position	65.54

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (CONTINUED)

Notes:

1. Pursuant to the Deed of Acting in Concert Undertaking, each of the Concerted Controlling Shareholders is deemed to be interested in the Shares held by the others. The Concerted Controlling Shareholders are each interested in 65,410,466 Shares, representing approximately 65.54% of the entire issued share capital of the Company as at 31 March 2025.

2. Ms. Fung Chi Kuen is the spouse of Mr. Lam Shing Tai, an executive Director. By virtue of the SFO, Ms. Fung Chi Kuen is deemed to be interested in all the Shares in which Mr. Lam Shing Tai is interested or deemed to be interested under the SFO.

3. Ms. Siu Man Yam is the spouse of Mr. Chau Man Keung. By virtue of the SFO, Ms. Siu Man Yam is deemed to be interested in all the Shares in which Mr. Chau Man Keung is interested or deemed to be interested under the SFO.

4. Ms. Ng Lai Nga is the spouse of Mr. Hsu Ching Loi. By virtue of the SFO, Ms. Ng Lai Nga is deemed to be interested in all the Shares in which Mr. Hsu Ching Loi is interested or deemed to be interested under the SFO.

Save as disclosed above and so far as is known to the Directors, as at 31 March 2025, the Directors were not aware of any other persons who had or deemed or taken to have any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company.

MANAGEMENT CONTRACTS

Save for the service contracts of the executive Directors, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2025.

MAJOR SUPPLIERS AND CUSTOMERS

During the year ended 31 March 2025, the purchases attributable to the five largest suppliers of the Group accounted for approximately 91.3% of the total purchases for the year and the purchases to the largest supplier included therein accounted for approximately 77.0%.

During the year ended 31 March 2025, the sales attributable to the five largest customers of the Group accounted for approximately 44.6% of the total revenue for the year and the sales to the largest customer included therein accounted for approximately 31.9%.

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors, who owns more than 5% of the number of issued shares of the Company) had an interest in these major suppliers or customers.

RELATIONSHIP WITH EMPLOYEES, SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands that the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

The Group recognises that the success in the printing industry is dependent on our employees. The principal policies concerning remuneration of employees are determined based on their duties, responsibilities, experience and skills. The Group regularly reviews and determines the remuneration and compensation packages of the employees. The Group is also committed to providing a safe and healthy environment for its employees. The Directors believe that, the management policies, working environment, development opportunities and employee benefits have contributed to employees' satisfaction levels and retention level. The Group organises bonding activities, such as annual staff dinners, to allow employees to strengthen their bonding. During the year ended 31 March 2025, the Group did not experience any strike or labour dispute with our staff which had caused significant disruption to the Group's business operations.

The Group built stable and maintains good relationship with customers. The Group has dedicated sales and marketing department which carries out sales calls to potential customers and customer service department which handles customer general enquiries, complaints and feedback. If there is any complaint from customers, it will be reported to the management and immediate remedial action will be taken and feedback from the customers will be followed till the settlement of the complaint. Thereafter, the cause of such compliant will be studied, analysed and evaluated and recommendations will be in place for improvement.

The Group values sustainable supply of quality products at a high place for long-term business development. Therefore, the Group's supplier management policy targets supplying quality and sustainable products. The assessment criteria of selecting the suppliers includes meeting the Group's standards for the quality of raw materials, reputation, environmental friendliness, production capacity, financial capability and experience. The Group views suppliers as partners who contribute to our business success.

RELATED PARTY TRANSACTIONS

A summary of the material related party transactions which were conducted in the ordinary course of business are set out in Note 31 to the consolidated financial statements. None of these related party transactions constitute a discloseable connected transactions under Chapter 20 of the GEM Listing Rules.

The salaries and retirement scheme contribution paid to related parties as mentioned in Note 31 were connected transactions which were exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

CONNECTION TRANSACTIONS

During FY2025, there were no connected transactions or continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules which are subject to compliance with any of the reporting, announcement, annual review or independent shareholders' approval requirements under the GEM Listing Rules.

During FY2025, the Group entered into a transaction involving the sale of a display printing equipment to a company which was wholly-owned by an independent third party. The majority shareholding of such company was subsequently acquired by an associate of a director of the Company. Despite this transaction was treated as a related party transaction under applicable accounting standards when preparing the consolidated financial statements for audit purpose, it did not constitute a connected transaction under Chapter 20 of the GEM Listing Rules at the time of the transaction, as (i) the transaction was conducted on normal commercial terms and in the ordinary and usual course of business of the Group with an independent third party of the Company; and (ii) the change in ownership of the purchaser company after the transaction was not known to the Company at the time of transaction. The Company recorded a gain of approximately HK$54,000 on the transaction. Details of related party transactions undertaken in the usual course of business are set out in Note 31 to the consolidated financial statements. None of these related party transactions constitute a discloseable connected transaction as defined under the GEM Listing Rules.

EMOLUMENT POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management of the Company are reviewed by the remuneration committee of the Board, having regard to the Company's operating results, individual performance and comparable market statistics.

EMPLOYEES AND EMOLUMENT POLICIES

As at 31 March 2025, the Group employed 39 (31 March 2024: 39) full time employees. The staff costs of the Group, including directors' emoluments, employees' salaries, retirement benefits schemes contributions and other benefits amounted to approximately HK$14.9 million for FY2025 (FY2024: HK$20.3 million).

Employees are remunerated in accordance with individual's responsibility and performance, also taking into account the prevailing market rates to ensure competitiveness. Other fringe benefits such as retirement benefits and discretionary bonus are offered to all employees. Training is also provided on a continuing basis to our existing employees on areas such as operation of our machinery, work safety, fire safety and quality control.

In compliance with PRC laws and regulations, the Group has enrolled its PRC employees in defined contribution schemes, such as pension, medical, unemployment, maternity, and occupational injury insurance, as well as the housing provident fund managed by the PRC government. The Group contributes a fixed percentage of each employee's salary, within local municipal government-set limits, to these schemes to support its employees retirement benefits. No forfeited contributions from these plans can be used to offset future contribution obligations.

The Group has established a Mandatory Provident Fund Scheme (the "MPF Scheme") for its Hong Kong employees. The assets of the scheme are held separately in funds which are under the control of independent trustees. The retirement benefit scheme contributions charged to profit or loss represent contributions paid or payable by the Group to the scheme at 5% of each of the employees' monthly relevant income capped at HK$30,000 per month. The total costs charged to profit or loss for FY2025 amounted to approximately HK$0.5 million (FY2024: approximately HK$0.7 million) and represented contributions paid or payable to the schemes by the Group in respect of the current accounting period. At the end of the reporting period, there were no forfeited contributions available to reduce the existing level of contributions.

COMPETING BUSINESS

Mr. Chau Man Keung as the covenantor has executed a deed of non-competition with the Company (for itself and as trustee for each other member of the Group) on 26 February 2018 (the "Deed of Non-Competition"). Pursuant to the Deed of Non-Competition, Mr. Chau Man Keung has irrevocably and unconditionally undertaken and covenanted with the Company that, during the period that the Deed of Non-Competition remains effective, he shall not, and shall procure his close associates and entities or companies controlled by him (other than any members of the Group) or his close associates will not, during the term of the Deed of Non-Competition, carry on, participate in, invest, be interested, involved or engaged in or acquire or hold any right or interest directly or indirectly in any business in competition with or likely to be in competition with the existing business activity of any member of the Group. Details of the Deed of Non-Competition are set out in the section headed "Relationship with our Controlling Shareholders – Non-competition Undertaking" in the Prospectus.

Mr. Chau has confirmed that he and his close associates is not engaged in, or interested in, any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group.

Each of the executive Directors has undertaken in his/her service contract, among other things, not to carry on, participate, engage or be engaged or concerned or interested in any business which is in competition with or similar to the business of the Group. Each of the executive Directors confirms that he/she and his/her close associates had complied with the non-competition undertakings as set out in their respective service contracts from the date of the service contract during the year ended 31 March 2025.

The independent non-executive Directors have reviewed the status of compliance and confirmed that all the above non-competition undertakings have been complied with during the year ended 31 March 2025.

For the year ended 31 March 2025, none of the Directors, controlling shareholder of the Company or their respective close associates (as defined in the GEM Listing Rules) has any business or interest that competed or might compete either directly or indirectly with the business of the Group and any other conflicts of interests which any such person had or might have with the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float of not less than 25% of the Company's issue shares as required under the GEM Listing Rules during FY2025 and up to the date of this report.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in section 469 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) for the benefit of the existing directors of the Company is currently in force and was in force throughout the year ended 31 March 2025.

The Company has taken out directors' liability insurance that provides appropriate cover for the Directors.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The environmental policies and performance of the Group for the year ended 31 March 2025 is set out in the section headed "Environmental, Social and Governance Report" on pages 48 to 64 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with legal and regulatory requirements and the risk of non-compliance with such requirements. The Group conducts on-going reviews of newly enacted/revised laws and regulations affecting its operations. The Company is not aware of any non-compliance in any material respect with the relevant laws and regulations that have a significant impact on the business and operation of the Group for the year ended 31 March 2025.

EVENTS AFTER THE REPORTING PERIOD

On 29 May 2025, the Capital Reduction and the Share Sub-Division of the authorised but unissued shares of the Company became effective. For further details, please refer to the announcements of the Company dated 11 February 2025, 2 May 2025, 26 May 2025 and 27 May 2025, and the circular of the Company dated 19 February 2025.

Save as disclosed above, the Board is not aware of any events after the reporting period that require disclosure.

AUDITOR

The consolidated financial statements for the years ended 31 March 2024 and 2025 have been audited by BDO Limited who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re–appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting. There has been no change in auditors of the Company in the preceding three years.

On behalf of the Board
Universe Printshop Holdings Limited
Mr. Lam Shing Tai
Chairman and Executive Director

Hong Kong, 29 July 2025

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICE

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company's corporate governance practices are based on the principles of good corporate governance, code provisions and recommended best practices as set out in the Corporate Governance Code in Appendix C1 to the GEM Listing Rules (the "CG Code").

The Company has complied with all applicable code provisions as set out in Part 2 of the CG Code during FY2025 and up to the date of this report except for the deviation from Code Provision C.2.1 of the CG Code as explained in the section headed "Chairman and Chief Executive Officer" below.

The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code") as its own code governing securities transactions of the Directors. Having made specific enquiry of all the Directors, all of them confirmed that they had fully complied with the required standard of dealings as set out in the Model Code during FY2025 and up to the date of this report.

Pursuant to Rule 5.66 of the GEM Listing Rules, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he would be prohibited from dealing by the Model Code if he were a Director.

BOARD OF DIRECTORS

The Board is responsible for the overall leadership of the Group, overseeing the Group's strategic decisions and monitoring of the business and performance of the Group. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operations and management of the Company are delegated to the management.

As of the date of this report, the Board comprises 8 Directors including 5 executive Directors and 3 independent non-executive Directors, whose names, roles and functions are listed below:

Executive Directors

Mr. Lam Shing Tai *(Chairman and Chief Executive Officer)*
Ms. Li Shuang
Mr. Kao Jung
Mr. Yip Chi Man
Mr. Li Zhenwu

Independent Non-executive Directors

Mr. Wong Chun Kwok
Mr. Ho Kar Ming
Ms. So Shuk Wan

BOARD OF DIRECTORS (CONTINUED)

As disclosed in the announcement of the Company dated 30 June 2023, Mr. Li Zhenwu has been appointed as an executive Director with effect from 1 July 2024. Mr. Li Zhenwu obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the GEM Listing Rules that are applicable to him as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on 26 June 2024. Mr. Li Zhenwu has confirmed he understood his obligations as a director of a listed issuer.

There are no financial, business, family or other material/relevant relationship among our Directors.

The Board, acting in the interest of the Group and its shareholders, is primarily responsible for the matters in relation to strategic formulation, business development, corporate governance, risk management, compliance, internal control systems, dividend policy, board diversity policy, shareholders' relationship, accounting policies and financial statements, and other functions and matters assigned to the Board as set out in the GEM Listing Rules and the articles of association of the Company.

The Board delegates the daily operational management of the Group's business, execution of business development plan, administrative and operational work and the implementation of risk management and internal controls to the chief executive officer and other senior management of the Group. The Board also conducts regular reviews of the functions and performance of the management. The management of the Group shall obtain the approval of the Board before entering into and arranging any significant transaction/contract on the Company's behalf. All Directors were given an opportunity to include any matters in the agenda for regular Board meetings and were also given sufficient time to review the documents and information relating to matters to be discussed in Board meetings in advance.

The Company has established a mechanism to ensure that independent views and input are available to the Board. This is achieved by providing Directors with access to external independent professional advice from legal advisers and auditors, as well as ensuring that all independent non-executive Directors attend every meeting of the Board and its relevant committees during FY2025.

For the year ended 31 March 2025, four Board meetings and two general meetings were held and the Directors attended the meetings in person and/or by electronic means as follows.

Director	Attendance/Number of Board meeting	Attendance/ General Meeting
Executive Directors:		
Mr. Lam Shing Tai *(Chairman and Chief Executive Officer)*	4/4	2/2
Ms. Li Shuang	4/4	2/2
Mr. Kao Jung	4/4	2/2
Mr. Yip Chi Man	4/4	2/2
Mr. Li Zhenwu *(Appointed with effect from 1 July 2024)*	3/3	2/2
Independent Non-Executive Directors:		
Mr. Wong Chun Kwok	4/4	2/2
Mr. Ho Kar Ming	4/4	2/2
Ms. So Shuk Wan	4/4	2/2

Apart from the above Board meetings, the chairman of the Board, being the chief executive officer of the Company, held a meeting with all the independent non-executive Directors without the presence of the other Directors during FY2025.

BOARD OF DIRECTORS (CONTINUED)

Our Board believes that the Board and the senior management team achieved a balanced compositions, including but not limited to the following measurable objectives in terms of age, gender and length of services.

Age group	No. of Directors and senior management in the category
Below 40 years old	2
Between 41–50 years old	1
Between 51–60 years old	6

Gender	No. of Directors and senior management in the category
Female	2
Male	7

Length of service period	No. of Directors and senior management in the category
Within 5 years	8
5 to 10 years	1

The Company has also assessed the experience, qualification and attributes that our Directors demonstrate and that they can provide valuable perspectives, skills and experiences to the Board as summarised below.

Highlighted experience, qualification and attributes (including, but not limited to)	No. of Directors demonstrating the experience, qualification and attributes
Business and Management Experience in Printing Industry	3
Corporate Governance & Risk Management	1
Accountancy & Financial Management	1
Business advisory	2
Assets management	1
Information technology	1

Note: a Director may hold more than one type of experience, qualification and attributes.

BOARD MEETINGS

Board minutes are kept by the company secretary of the Company and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the company secretary of the Company and has the liberty to seek independent professional advice, at the Company’s expense, if so required.

The Board is responsible for maintaining an on-going dialogue with shareholders and in particular seek to communicate with them and encourage their participation in annual general meetings and other general meetings of the Company. The chairman of the Board and the chairmen and members of the audit committee of the Board (“Audit Committee”), nomination committee of the Board (“Nomination Committee”), risk management committee of the Board (“Risk Management Committee”) and remuneration committee of the Board (“Remuneration Committee”) shall endeavour to attend the annual general meetings to answer questions and collect views of shareholders.

DIRECTORS' TRAINING

According to Code Provision C.1.4 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

All Directors, namely Mr. Lam Shing Tai, Ms. Li Shuang, Mr. Kao Jung, Mr. Yip Chi Man, Mr. Li Zhenwu, Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan, have participated in continuous professional development by way of attending seminars organised by the Company on topics relating to their role as a Director during the year ended 31 March 2025.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to Code Provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and performed by different individuals to ensure a balance of power and authority so that power is not concentrated in any one individual. Upon the appointment of Mr. Lam Shing Tai as the chief executive officer of the Company on 1 July 2023, Mr. Lam Shing Tai performs both of the roles as the chairman of the Board and the chief executive officer of the Company. This deviates from Code Provision C.2.1 of the CG Code contained in Appendix C1 to the GEM Listing Rules, which requires that the roles of chairman and the chief executive officer should be separate and should not be performed by the same individual. However, the Board considers that this structure does not impair the balance of power and authority between the Board and the management of the Company. With effect from 1 July 2024 and as of the date of this report, the Board comprises five executive Directors (including Mr. Lam Shing Tai) and three independent non-executive Directors and therefore has a fairly strong independence in its composition. Members of the Board meet regularly to discuss issues relating to the operation of the Company in order to provide adequate safeguards to protect the interests of the Company and its shareholders. As all major decisions are made in consultation with the members of the Board, and there are three independent non-executive Directors on the Board offering independent advices, the Board is of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authority within the Board. In addition, after taking into account the past experience of Mr. Lam Shing Tai, the Board is of the opinion that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Lam Shing Tai helps to facilitate the execution of the Group's business strategies and enhance the effectiveness of its operation. Hence, the aforesaid deviation is appropriate and in the best interest of the Company at the present stage. The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with the GEM Listing Rules, the Company has appointed three independent non-executive Directors for a fixed term of three years representing not less than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise, meeting the requirements set out in Rules 5.05 and 5.05A of the GEM Listing Rules.

The three independent non-executive Directors are persons of high calibre, with working experiences, academic and professional qualifications in the fields of accounting, company secretaryship or management. With their experiences gained from various sectors, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence and considers each of them to be independent with reference to Rule 5.09 of the GEM Listing Rules.

BOARD COMMITTEES

The Board has established four Board committees to oversee specific aspects of the Group's affairs and help it in the execution of its responsibilities. The Board committees each have specific written terms of reference which clearly outline the committees' authority and duties, and require the Board committees to report their decisions or recommendations to the Board. All Board committees are provided with sufficient resources to discharge their duties, including access to management or independent professional advice if considered necessary.

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference on 26 February 2018 and amended on 31 December 2018. The terms of reference of the Audit Committee is currently made available on the Stock Exchange's website and the Company's website.

The following sets out members of the Audit Committee, all being independent non-executive Directors, during the year ended 31 March 2025:

Mr. Wong Chun Kwok *(Chairman)*
Mr. Ho Kar Ming
Ms. So Shuk Wan

The Audit Committee is chaired by Mr. Wong Chun Kwok, who has the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of Group's financial reporting process, internal control and risk management systems, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee is also responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; review with the Group's management, external auditors and internal auditor, where an internal audit function exists in the Company, the adequacy of the Group's policies and procedures regarding internal controls (including financial, operational and compliance controls), risk management system and any statement by the directors of the Company to be included in the annual accounts prior to endorsement by the Board.

The Audit Committee had held two meetings for the year ended 31 March 2025, which was attended by all the committee members, to review the audited financial statements, quarterly (if any), half-yearly and annual results announcements, quarterly reports (if any), interim report and annual report of the Company and met with the Company's independent auditor without the presence of management to discuss any potential issues identified by the auditor.

AUDIT COMMITTEE (CONTINUED)

The attendance of each member of the Audit Committee at the Audit Committee meetings during the year ended 31 March 2025 is as follows:

Director	Number of attendance/ Number of meetings
Mr. Wong Chun Kwok *(Chairman)*	2/2
Mr. Ho Kar Ming	2/2
Ms. So Shuk Wan	2/2

The Group's consolidated financial statements for the year ended 31 March 2025 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 March 2025 comply with applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee with written terms of reference on 26 February 2018 and amended on 30 December 2022. The terms of reference of the Remuneration Committee is currently made available on the Stock Exchange's website and the Company's website.

The primary duties of the Remuneration Committee include: (i) making recommendations to the Directors on the policy and structure for the remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) making recommendations to the Board on the remuneration packages of individual executive Directors and senior management; (iii) making recommendations to the Board on the remuneration of independent non-executive Directors; (iv) reviewing and approving management's remuneration proposal with reference to corporate goals and objectives resolved by our Board from time to time; and (v) reviewing and/or approving matters relating to share schemes under Chapter 23 of the GEM Listing Rules. The model under code provision E.1.2(c)(ii) of the CG Code has been adopted.

Details of the Directors emoluments for the year ended 31 March 2025 are set out in Note 10 to the consolidated financial statements.

The following sets out members of the Remuneration Committee, all being independent non-executive Directors, during the year ended 31 March 2025:

Mr. Ho Kar Ming *(Chairman)*
Mr. Wong Chun Kwok
Ms. So Shuk Wan

The Remuneration Committee had held one meeting for the year ended 31 March 2025, which was attended by all the committee members, to review the remuneration structure for the executive Directors and senior management and make recommendations on the remuneration of the Directors and senior management.

The Remuneration Committee also determined the policy for remuneration of executive Directors, assessed performance of executive Directors and approved the terms of the service contracts of executive Directors. During the year ended 31 March 2025, there were no material matters relating to the share option scheme of the Company which required review or approval by the Remuneration Committee.

REMUNERATION COMMITTEE (CONTINUED)

The attendance of each member of the Remuneration Committee at the Remuneration Committee meeting during the year ended 31 March 2025 is as follows:

Director	Number of attendance/ Number of meetings
Mr. Ho Kar Ming *(Chairman)*	1/1
Mr. Wong Chun Kwok	1/1
Ms. So Shuk Wan	1/1

NOMINATION COMMITTEE

The Company established the Nomination Committee with written terms of reference on 26 February 2018 and amended on 30 June 2025. The terms of reference of the Nomination Committee is currently made available on the Stock Exchange's website and the Company's website.

The key responsibilities of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually and make recommendations on any proposed changes to the Board, assessing the independence of independent non-executive directors of the Company and making recommendations to the Board on the appointment or re-appointment of directors of the Company.

The following sets out members of the Nomination Committee, all being independent non-executive Directors, during the year ended 31 March 2025:

Ms. So Shuk Wan *(Chairlady)*
Mr. Wong Chun Kwok
Mr. Ho Kar Ming

The Nomination Committee had held one meeting for the year ended 31 March 2025, which was attended by all the committee members, to review the independence of independent non-executive Directors and consider the retirement and proposed re-appointment of Directors at the annual general meeting of the Company.

The attendance of each member of the Nomination Committee at the Nomination Committee meeting during the year ended 31 March 2025 is as follows:

Director	Number of attendance/ Number of meetings
Ms. So Shuk Wan *(Chairlady)*	1/1
Mr. Wong Chun Kwok	1/1
Mr. Ho Kar Ming	1/1

NOMINATION POLICY

According to the directors nomination policy of the Company, the Board and the Nomination Committee will follow established criteria and procedures for selecting and recommending suitable candidates in order to achieve a balanced and diversified Board in terms of skills, experience and perspectives.

The Nomination Committee will consider a variety of factors in the course of identifying, selecting and assessing the suitability of a proposed candidate, including but not limited to the following criteria:

- Direct industry experience;
- Professional and academic backgrounds;
- Achievements and contributions;
- Reputation;
- Independence (for independent non-executive Directors);
- Our board diversity policy; and
- Any other relevant and material factors as may be considered by the Nomination Committee.

The Board has also established nomination procedures for Directors' nomination pursuant to the GEM Listing Rules and the Company's articles of association as summarised below:

(a) Appointment of New Director

Regarding proposed appointment of new Directors, the Nomination Committee must evaluate the proposed candidates based on the selection criteria mentioned above and make recommendations to the Board regarding whether the proposed candidates are qualified and appropriate for directorship.

For directorship nomination proposed by shareholders at general meetings, the Nomination Committee should also evaluate such candidates in accordance with the same selection criteria and the Board should make recommendations to the shareholders in respect of the proposed election of Directors at the general meetings.

(b) Re-election of Director at Annual General Meeting

Retiring Directors are eligible for nomination by the Board to stand for re-election at annual general meetings according to the articles of association of the Company. In accordance with the article 84 of the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The Nomination Committee and/or the Board should review the overall contribution, participation and performance of the retiring Director and the Board should then make recommendations to the shareholders in respect of the proposed re-election of Directors at general meetings.

BOARD DIVERSITY POLICY

Pursuant to the CG Code, the Board has adopted a board diversity policy (the "Policy"). The Company recognises and embraces the benefits of having a diverse Board. All Board appointments are made on merits and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board taking into account factors based on its own business model and specific needs from time to time and with due regard for the benefits of diversity on the Board.

As at 31 March 2025, the Board comprised 6 males and 2 females with diverse age, background and experience in different industries, such as printing, accounting, finance industries and information technology. The Board considers that the Group achieved the Policy during the year ended 31 March 2025. The Company targets to avoid a single gender in the Board and is committed to further enhancing gender diversity as and when suitable candidates are identified. The Nomination Committee will deploy multiple channels to identify suitable candidates as Directors, including referral from Directors, shareholders, management, advisors of the Company and external agents as and when appropriate such that a robust pipeline of female successors to the Board can be established in the near future.

GENDER DIVERSITY AT WORKFORCE

The Group is dedicated to achieving a balance between growth and diversity in its business and corporate governance practices. The Group is committed to ensuring that recruitment at all levels adheres to stringent diversity criteria in order to consider an expansive pool of talented individuals.

As at 31 March 2025, the Company had 39 employees, 18 of which (i.e. approximately 46.2%) are male and 21 of which (i.e. approximately 53.8%) are female.

The Board considers that gender diversity is achieved at workforce (including senior management) with balanced composition of male and female. The Group will continue to take gender diversity into consideration during recruitment.

RISK MANAGEMENT COMMITTEE

The Company established the Risk Management Committee with written terms of reference on 26 February 2018 and amended on 1 July 2020. The terms of reference of the Risk Management Committee is currently made available on the Stock Exchange's website and the Company's website.

The primary duties of the Risk Management Committee are to (i) advise the Board on risk-related issues; (ii) oversee the risk management framework to identify and deal with the risks faced by the Group such as business, financial, legal and regulatory risks; (iii) review reports on risks and breaches of risk policies; and (iv) review the effectiveness of the Company's risk control and/or mitigation plans.

The following sets out members of the Risk Management Committee, all being independent non-executive Directors, during the year ended 31 March 2025:

Mr. Wong Chun Kwok *(Chairman)*
Mr. Ho Kar Ming
Ms. So Shuk Wan

RISK MANAGEMENT COMMITTEE (CONTINUED)

The Risk Management Committee has held one meeting for the year ended 31 March 2025 to review the risk management and internal control system of the Group and the effectiveness of the internal audit function of the Group and consider appointing an independent external consultant to independently perform internal control review and assess the effectiveness and adequacy of the Group's risk management and internal control systems.

The attendance of each member of the Risk Management Committee at the Risk Management Committee meeting during the year ended 31 March 2025 is as follows:

Director	Number of attendance/ Number of meetings
Mr. Wong Chun Kwok *(Chairman)*	1/1
Mr. Ho Kar Ming	1/1
Ms. So Shuk Wan	1/1

CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance functions are carried out by the Board pursuant to the code provisions as set out in the CG code.

The Board, as a whole, will perform the corporate governance functions in accordance with Code Provision A.2.1 of the CG Code and has adopted written terms of reference in accordance with code provisions of the CG Code which provide for, among others,

(i) developing and reviewing our Group's policies and practices on corporate governance;

(ii) reviewing and monitoring the training and continuous professional development of our Directors and senior management;

(iii) reviewing and monitoring our Group's policies and practices on compliance with legal and regulatory requirements;

(iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and our Directors; and

(v) reviewing our Company's compliance with the CG Code and disclosure in the corporate governance report of our Company.

For the year ended 31 March 2025, the Board held one meeting for reviewing the training and continuous professional development of Directors and senior management, reviewing the Company's compliance with the CG Code and reviewing the Company's disclosure in the corporate governance report.

EMOLUMENT OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for the year ended 31 March 2025 are set out in Note 10 to the consolidated financial statements.

The Company's remuneration policy is to ensure that the remuneration offered to employees, including the Directors and senior management, is based on skills, knowledge, roles and responsibilities in the Group, having regard to the Company's operating results, individual performance and comparable market statistics. The remuneration packages of executive Directors are determined with reference to his/her roles and duties, qualifications, industry experience and responsibilities as well as the prevailing market conditions and are subject to updates in future by the decision of the Board with recommendation from the Remuneration Committee. The remuneration for the non-executive Directors (including independent non-executive Directors) mainly comprises Director's fee which is determined with reference to his/her duties and responsibilities.

Pursuant to Code Provision E.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) by band for the year ended 31 March 2025 is set out below:

Remuneration by band	Number of individuals
Nil to HK$1,000,000	1

AUDITORS'S REMUNERATION

For the year ended 31 March 2025, BDO Limited was engaged as the Group's independent auditors. Apart from the provision of annual audit services, BDO Limited also provided non-audit services to the Company. The remuneration paid/payable to BDO Limited, the auditors, is set out below:

Remuneration by nature	HK$
Audit services – Annual Audit	720,000
Non-audit services – Taxation	86,700

COMPANY SECRETARY

Mr. So Hang Fung ("Mr. So") was appointed as the company secretary of the Company on 9 February 2021. The biographical details of Mr. So are set out in the section headed "Biographical Details of Directors and Senior Management". For the year ended 31 March 2025, Mr. So has undertaken not less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

SHAREHOLDERS' RIGHTS (CONTINUED)

Convening an extraordinary general meeting

According to Article 58 of the articles of association of the Company, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more members holding, at the date of deposit of the requisition, shares in the share capital of the Company that represent not less than one-tenth of the voting rights at general meetings of the Company on an one vote per Share basis shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting enquiries to the Board

Shareholders should direct their questions about their shareholdings to the Company's branch share registrar. Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the company secretary at the Company's principal place of business in Hong Kong at Unit D, 8/F, Southeast Industrial Building, No. 611-619 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong.

Putting forward proposals at general meeting

Shareholders should follow the procedures set out in the sub-section headed "Convening an extraordinary general meeting" above for putting forward proposals for discussion at general meetings.

Communication with the shareholders and investors relations

The Company has adopted a shareholders' communication policy to ensure the shareholders have equal access to the information about the Company to enable the shareholders to exercise their rights in an informed manner and engage actively with the Company. Information will be communicated to the shareholders through the Company's quarterly reports (if any), interim reports, annual reports, announcements, circulars and general meetings that may be convened as well as all the published disclosures submitted to the Stock Exchange. The Company also maintains a corporate website (www.uprintshop.com) as a communication platform with its shareholders and investors. The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. The Company keeps promoting investor relations and enhancing communication with existing shareholders and potential investors. Those with questions for the Board may send written enquiries by post to the Company's principal place of business in Hong Kong at Unit D, 8/F, Southeast Industrial Building, No. 611-619 Castle Peak Road, Tsuen Wan, New Territories, Hong Kongor by email to ir@uprintshop.com.

The Board has reviewed the implementation and effectiveness of the shareholders' communication policy of the Company for the year ended 31 March 2025, and is of the view that, through the various communication channels including but not limited to (a) holding of annual general meetings and extraordinary general meetings (if any); (b) timely dissemination of information on the Stock Exchange's website and (c) various manners to put forward enquiries to the Board as set out above, the shareholders' communication policy had been properly and effectively implemented during the year ended 31 March 2025.

SHAREHOLDERS' RIGHTS (CONTINUED)

Voting by Poll

A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of the annual, interim and quarterly reports (if any), other inside information announcements and other financial disclosures required under the GEM Listing Rules and other statutory requirements.

The Directors acknowledge their responsibility in preparing the consolidated financial statements of the Company for the year ended 31 March 2025 which give a true and fair view of the state of affairs of the Company. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern and accordingly continue to adopt the going concern approach in preparing the consolidated financial statements.

The responsibilities of the Company's auditor on the consolidated financial statements are set out in the independent auditors' report on pages 65 to 69 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the risk management and internal control systems of the Group and reviewing their effectiveness.

The Board has the overall responsibility for the design, implementation, monitor and review of the Group's internal control system including the internal control and risk management for the Company to ensure their effectiveness and efficiency. The objective of internal control is to safeguard the Company's assets and ensure its accounting records are properly maintained, so that all the financial information is accurate and reliable. The Group has adopted a series of internal control policies and procedures designed to provide reasonable assurance for achieving the objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. All employees are committed to continually enhancing the risk management measures to ensure that these measures work in line with the growth of our business strategies and integrated into day-to-day operation of the business. The Board reviews at least annually its risk management and internal control system. The Board acknowledges that such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

The main features of the risk management and internal control systems of the Group include:

- the identification of potential risks;
- the assessment and evaluation of risks;
- the development and continuous updating of mitigation measures; and
- the ongoing review of internal control procedures to ensure their effectiveness in respect of the Group's financial, operational, compliance controls and risk management functions.

The objectives of the risk management and internal control systems of the Group include:

- establishing and constantly improving the risks management and internal control system;
- ensuring the Group's risk management and internal control are in compliance with the GEM Listing Rules requirements; and
- implementing the top-down approach and bottom-up approach that covers every aspect of the business.

The Board has a particular focus on determining the nature and extent of significant risks it is willing to take in achieving the business strategies of the Group. Each department of the Group is responsible for identifying its own risks and designing, implementing and monitoring the relevant risk management and internal control systems. The departments regularly conduct internal control assessment, such as by conducting interviews with relevant staff members and reviewing relevant documentation of the internal control system, to identify the risks that may potentially affect the Group's business and operations. Each of the departments also provides recommendations for improvement and follows up on the effectiveness of implementation of such recommendations, where appropriate.

The Company's internal audit department monitors the internal control procedures and systems of the Group and reports its findings and recommendations to the management of the Company and the Audit Committee. The internal audit department also assesses risk exposure, formulates audit plan and ensures the audit programs cover key internal control areas of the operating subsidiaries on a rotational basis for the review by the Audit Committee.

The Audit Committee reviews at least annually the process by which the Group evaluates its control environment and risk assessment process, and the way in which business and control risks are managed through the assistance of the Company's internal audit department. Special review may also be performed on areas of concern identified by management or the Audit Committee from time to time.

Having reviewed the risk management and internal control systems of the Group, the Board considers that, during the year ended 31 March 2025, the Group has implemented a series of effective and adequate risk management and internal control policies and appropriate procedures to provide reasonable assurance for achieving the objectives including effective and efficient operations, safeguarding the Group's assets, provide reliable financial reporting and compliance of the relevant laws and regulations.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company has established and maintained the procedures and internal controls for the handling and dissemination of inside information. The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.46 to 5.67 of the GEM Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. The Group has strictly prohibited unauthorised use of confidential or inside information or any use of such information for the advantage of oneself or the others. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the GEM Listing Rules will be announced on the respective websites of the Stock Exchange and the Company in due course.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2025, there were no changes to the Company's constitutional documents.

Environmental, Social and Governance Report

OUR VISION FOR SUSTAINABILITY

Universe Printshop Holdings Limited (hereinafter referred to as "the Company", or "we") is listed on GEM of The Stock Exchange of Hong Kong Limited (stock code: 8448). The Company and its subsidiaries (collectively as "the Group") are principally engaged in the provision of general printing services and trading of printing equipment and consumables.

Our multi-dimensional approach to sustainability is driven by our core values to deliver quality products with caring services and supported by a profound framework of practice guide that extends across our operations, continuous quality assessment, human resources, risk and control, and investor relations. Our commitment in social responsibility is further supported by our efforts on behalf of our customers, employees, and the communities.

REPORTING FRAMEWORK

We are pleased to issue our Environmental, Social and Governance ("ESG") report for the year ended 31 March 2025. This report is an important channel for us to communicate to our stakeholders regarding the efforts we have made and our achievement in social responsibility and sustainability. This report covers our major business activities and operations of our headquarter and our major sales and production facilities in Hong Kong. This report is prepared in accordance with the ESG Reporting Code contained in Appendix C2 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and written in principle of "comply or explain".

The report focuses on the activities implemented during the year ended 31 March 2025 ("the Reporting Period").

REPORTING PRINCIPLES

The content of the ESG Report is determined through stakeholder engagement and materiality assessment process, which includes identifying ESG-related issues, collecting and reviewing the management and stakeholders' opinions, assessing the relevance and materiality of the issues and preparing and validating the information reported. The ESG Report has covered key issues that are concerned by different stakeholders.

Quantitative environmental and social KPIs are disclosed in the ESG Report so as to enable stakeholders to comprehend the Group's ESG performance. Information of the standards, methodologies, references and sources of key emission of quantitative key performance indicators ("KPIs") are disclosed wherever appropriate. To enhance the comparability of the ESG performance between years, the Group has strived to adopt consistent reporting and calculation methodologies as far as reasonably practicable. For any changes in methodologies, the Group has presented and explained in detail in the corresponding sections.

INFORMATION AND FEEDBACKS

We value your feedback on this report and our sustainability plan. Should you have any comments and suggestions, please feel free to contact us by email at ir@uprintshop.com.

BOARD'S OVERSIGHT OF ESG

The Group has developed its own corporate governance code (the "CG code") according to the principles as set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules. The CG code sets out the corporate governance principles applied by the Group and which is regularly reviewed to ensure transparency, accountability and independence. For details, please refer to section headed "Corporate Governance Report".

The Board has the overall responsibility for the ESG strategy, materiality assessment, initiatives, policy and reporting of the Group. The Board is responsible for overseeing sustainable development for all operating companies within the Group. Information and management on sustainability risks and performance is reported to the Board. The sustainability committee group members meet annually to review information and best practices, manage climate-related risk, reduce costs and engage staff in sustainable development, and review environmental and social targets and their corresponding progress.

The sustainability committee is delegated by the Board with the responsibility to execute our corporate sustainability strategy and initiatives. In turn, the direct reports in the Company have functional responsibility for carrying out sustainable business practice in specific areas, collecting and monitoring ESG related data.

Sustainability focuses on meeting the needs of the present without compromising the ability of future generations to accommodate their needs. The concept of sustainability is composed of three major pillars: economic, environmental and social. It is integrated in our operation as profits, environment and people. We have instilled in our employees the sustainability notion which has become an integral part of our manufacturing and operational activities, aiming to deliver profits and environmental and social benefits in a continuous and synergistic manner.

The Board	Conducting risk assessment Reviewing and approving ESG report
The Sustainability Committee	Assessing if appropriate ESG strategies are set Reviewing ESG risks and effectiveness of corresponding internal monitoring system Reviewing ESG report
ESG Working Group	Composing functional departments and external advisor Formulating ESG vision and strategy Identifying and determining material ESG issues Performing ESG risk assessment and corresponding control Formulating and updating ESG policies

To implement the ESG initiative and formulate our sustainability strategy, the Group has established a working group which comprises senior management and external advisor with sufficient ESG knowledge, and the authority to promote a company-wide awareness of the importance of the Company's ESG efforts. The members span across various functional departments, including the operational, human resources, and finance departments, aiming to ensure that the environmental and social responsibility considerations are integrated into our daily management decision as well as daily operation. The ESG Working Group is also responsible for executing our ESG initiatives, collecting and calculating ESG data and KPIs and reporting of ESG-related matters across our major businesses and operations.

STAKEHOLDER ENGAGEMENT & SUSTAINABILITY MATERIALITY ASSESSMENT

Stakeholder engagement is an incubator of our sustainable development plan, which is also an important step to gather valuable ideas about ESG issues for materiality assessment in order to sharpen the focus of our sustainability strategy. In preparing our ESG report, we have primarily engaged major stakeholders through a number of channels. We believe that trust is built on effective communication. Ongoing interaction with stakeholders is an integral part of our day-to-day operations. Our communication channels such as our social platform, meetings, interviews, and promotion booths enable stakeholders to express their ideas, opinions and suggestions. Our identified stakeholders include investors, employees, customers, suppliers, business partners, media, government agencies, regulators and the community. In view of the materiality analysis, we have identified a materiality matrix of three key topics with six aspects, which become the basic elements in formulating our sustainability plan. The materiality assessment and prioritisation are summarised below:

The materiality assessment and prioritisation are below:

Significant ESG Issues	Related ESG Aspects
1. Compliance and operation	Operating practices
2. Energy consumption	Use of resources
3. Waste management	Waste management
4. Supply chain management	Supply chain management
5. Talent retention	Training, education and development
6. Work health safety	Operational health and safety

OPERATING PRACTICES

Supply chain management

We provide printing services such as offset printing, ink-jet printing and toner-based digital printing, and printing-related products such as pre-ink stamps, plastic name-cards, printed eco-bags and printed plastic folders. More than 95% of our raw materials are sourced in China. The Group believes the quality of raw materials directly affects the production process and the quality of final products. To enhance the supervision of supply chain, we have implemented a comprehensive operation manual which includes supplier development and related management procedures.

In selecting and engaging suppliers, rigorous mechanism based on various standards is adopted to evaluate the pricing, quality assurance system, inventory management, production capacity, as well as sustainability risk management of potential suppliers. The Group conducts review on all existing suppliers annually, and sample production materials for quality inspection when necessary. The Group will conduct due diligence and assessments on suppliers to avoid environmental and social risks along the supply chain. We will also discontinue relationship with suppliers with poor environmental and social performance.

Environmentally friendly supply chain management provides an opportunity to reduce carbon footprint and costs. The Group places high priority on purchasing eco-friendly materials for our printing products. As a paper-based business, we have implemented green procurement measures as follows:

- Use of Forest Stewardship Council® (FSCTM)-certified/recycled paper, as a sustainable-managed forest source option, for production.

- Use of Forest Stewardship Council® (FSCTM)-certified/recycled wood or paper products for our daily administration.

Over 50% of our total purchase of core raw materials are printing paper and ink. Our chief executive officer monitors the quality, purchase price and consumption rate of major raw materials from time to time. We inspect incoming material from suppliers which is carried out on a batch-by-batch basis. If we found unqualified raw materials, we generally return the same to the corresponding supplier.

In our operation, we implement "Quality Management Manual" and the execution of which is supervised by experienced staff. We have CCTVs to monitor our printing machine so as to ensure proper operation.

Automation management systems are applied to strengthen quality assurance and traceability of our supply chain and safety. With our robust technology infrastructure and stringent quality control measures, our sales network has rapidly expanded across Hong Kong by providing quality products efficiently.

To enhance our efficiency and diversify operational and compliance risks, we use outsourced logistics companies which provide third-party logistics services. Our products are delivered by trucks from our production facilities to customers' designated locations. Third-party logistics service providers are required to handle products with extra care during transportation to protect their labels and prevent damage to their packaging. We regularly review third-party logistics service providers' operational and compliance aspects while they bear the liabilities for any damage or loss during transportation.

Product quality management

We believe a systematic, consistent and regulated production process is the key to improve product quality.

We purchase raw materials from accredited suppliers according to our quality standards and experience. Our suppliers and subcontractors are selected based on their background, pricing, service, quality, reputation, and after-sales support, as well as capacity to ensure stable and adequate supply. Qualified suppliers, which have been confirmed by the review and appraisal results, shall have the proven ability to meet the Company's requirements for the quality of materials to be procured.

Employees are required to follow guidelines throughout the process before accepting incoming raw materials. Sub-standard raw materials are required to be returned.

Our customer services representatives will visit production factories to perform quality check.

To manage the risks of supplies in terms of climate changes, price, quality, traffic, we have established diversified suppliers base for each major type of key raw materials.

The breakdown of our suppliers for the Reporting Period are as follows:

Breakdown by geographical region	No. of suppliers
Hong Kong	2
Mainland China	7

All of the above 9 suppliers are subject to relevant supply chain policies and practices relating to engaging suppliers mentioned in the section headed "Supply chain management" and this section headed "Product quality management".

Intellectual property

We protect intellectual property rights, and strictly abides by the Copyright Ordinance (Cap. 528) and all other applicable laws. Upon request for printing service, we will seek customer's confirmation that the printed materials will not infringe copyright of any third party or involve defamation, invasion of privacy, counterfeiting, indecency, or obscenity. If there is any doubt, we will request for proper authorisation proof to verify the right of perform such printing service. We reserve our right of not providing printing service which may connive at the breach of applicable laws and regulations.

To protect our customer's confidentiality and privacy and any use of personal information collected by the Group, we strictly complied with Personal Data (Privacy) Ordinance (Cap. 486). The Group is committed to exercising due diligence in preventing information leakage or transferal to unauthorised parties. Encryption and firewall technologies are applied in our operation and storage system where routine review and update are adopted to prevent any unauthorised access.

All our employees are well aware of the importance of protection of client confidentiality and data privacy in the course of their daily work. It is mandatory for all our staff to sign a standard non-disclosure agreement once they join the Group.

Product safety

We carry out comprehensive procedure in the whole production process by our production department. We aim to provide an efficient and safe environment for business operation and maintain zero accident rate. Our automated production line eliminates chance of human errors and accidents. All of our staff must wear neat uniforms before entering the production area.

Finished products are properly packaged and stored in designated zones. Warehouse staff are required to store finished products. Handling staff is required to keep all containers, tools and equipment used for storage and transportation safe and clean so as to keep our printed product in specific conditions like temperature and moisture for proper paper appearance and texture.

Product recall management

Our product recall procedures include clear steps of provisions of the assessment on dis-satisfied products, reperformance of the order, and provisions of corrective measures.

Customers who find discrepancies in the finished products after picking up the goods can provide photos of the defective goods via email or bring the defective goods to our branches for communication. We will follow the rules set out in the "Reasons for Reprinting that can be immediately determined by Customer Service" to determine the next steps to be taken. If the problem can be determined according to the rules listed in the procedure, the customer service staff will handle the problem immediately, such as arranging a reprint.

If the problem is beyond the ability of the Customer Service Department to handle immediately, we will first collect a portion of the alleged problematic shipment and send it to the Quality Control Department for inspection and follow-up. After the inspection, the Quality Control Department will submit an inspection report and the results of the inspection to the Customer Service Department for communication with the customer.

During the Reporting Period, there were 1,311 product reperformance cases in which 79% was due to manual mistakes. We constantly review and revise our procedure to improve our production procedure to prevent future occurrence of similar issues.

Customer service

We aim to provide a superior service experience to our customers. In order to improve our business, we perform customer service evaluations regularly. For online channels, we continue to strengthen process management. While providing consumers services through our Company's website and customer hotline, we also improve our ability to collect and handle customer feedback.

The Group values every customer's feedback or complaint. Our customer service team adopts an internal policy which promotes real-time response especially on product complaints, enabling us to take requisite precautions to prevent related issues from reoccurrence.

No sold or delivered products were subjected to recalls for copyright or health, safety and environmental reasons during the Reporting Period.

During the Reporting Period, we did not precisely record customers' incoming call relating to service-related complaints or product-related complaints. Our customer service specialists received and investigated 1,311 cases of customers enquiries on products. In accordance with the complaint handling mechanism, all complaints received were handled by designated staff and settled. We will look for areas of improvement if the complaint stands.

To fulfil the responsibilities owing to consumers, the Group has established stricter guidelines to ensure the sales and marketing departments of the Group provide precise product descriptions and information that comply with the relevant local laws and regulations to the customers.

We attach great importance to customer information security and privacy protection. We implement a set of corresponding customer privacy protection measures to strictly safeguard the personal information of each customer. Specific personnel is assigned to file and archive customer information while unauthorised access is prohibited.

During the Reporting Period, the Group has complied with all relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided.

Restrict review of sensitive data

- Standardised encryption software and backends in reviewing sensitive data

Cyber security environment

- Internal operating system and security settings
- Different users have different access rights

Confidentiality agreement

- Employment contract & Outsourcing service contract with external service providers includes confidentiality clauses

Anti-corruption & whistle-blowing practice

The Group acknowledges the importance of staff integrity. We strive to promote business activities carried out within the Group in good faith and in an ethical and lawful manner. The Group has established internal controls, authority limits and segregation of duties for our major processes, assigned senior management to design, implement and revise the internal controls regularly and hire external professional parties to review the related measures independently.

The management of the Group discusses and decides on contingency plans for major risks, refines countermeasures, and links such risk countermeasures with day-to-day business operations for the proper implementation by responsible departments and functionaries and make clear the crucial contingency arrangement. The Group has established a bottom-up reporting channel to ensure effective monitoring of risk countermeasures.

We prohibit all forms of bribery, extortion, fraud and money laundering and encourage reporting of non-compliance incidents or potential conflict of interests to our senior management and/or independent internal audit function by our stakeholders. Anti-corruption policy and declaration procedure guideline are set forth in accordance with the Prevention of Bribery Ordinance (Cap. 201) enforced by the Independent Commission Against Corruption ("ICAC") and are communicated to employees through staff handbook. Any material non-compliance with our protocol may result in summary dismissal and/or court actions. During the Reporting Period, we did not identify any non-compliance with relevant laws and regulations that have a significant impact on the Group in relation to bribery, extortion, fraud and money laundering, in all material aspects. There was no legal case regarding corrupt practices brought against our Group or employees during the Reporting Period.

During the Reporting Period, we received no material report or claims. Our corporate email whistleblowing@uprintshop.com is our major whistle-blowing channel. It can be found in our company contact section on our Company's website and/or this annual report.

In case we received a message from our whistle-blowing email, our company secretary will put into record and allocate the issue directly to a responsible department head to assess the matter. The assigned department head is required under our whistle-blowing policy to provide an assessment report to the senior management and company secretary within 45 days. The company secretary will summarise the issue to the Board within 60 days from the first day he received the whistle-blowing message.

Community involvement

As a responsible corporation, the Group has been working towards building a beautiful and healthy community by maintaining communication and interaction with the community to contribute to the development of the community.

The Group participated in philanthropic activities in the area of sponsorship of charitable sales focusing on areas including education, health and elderly care. The Group will continue to participate in a variety of charitable events and encourage its employees to devote time and to actively get involved in community engagements and charity works. The Group hopes to bring more positive effects to the development of the community together with its own growth.

EMPLOYMENT PRACTICES

Diversity, equal opportunity and labour standards

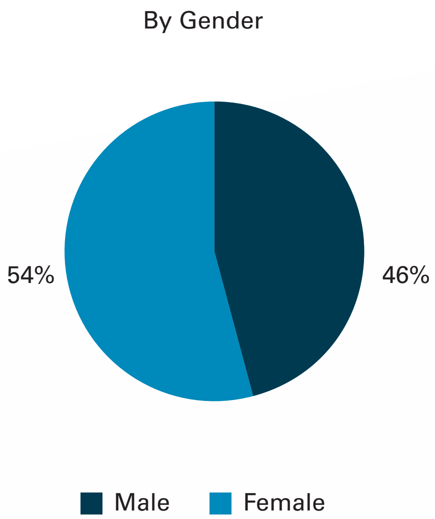
We believe that employees are the most important assets of an enterprise and the core driving force for continuous development. We are committed to improving the employment system and striving to provide employees with comprehensive protection of their rights and interests. As we uphold the principles of openness, fairness, and impartiality, we advocate employee diversity and resolutely oppose discrimination, striving to eliminate any injustice to candidates and employees arising from factors such as gender, age, race, religious beliefs and gender orientations. With a view to protecting the legitimate rights and interests of employees, the Group's working hour policies for its employees have been in strict compliance with national laws and regulations. Our employees have standardised working hours, and enjoy paid leave, maternity leave, sick leave, public holidays, and designated rest periods, which aims to allow our employees to have sufficient rest time and appropriate work-life balance. The Group has established policy to prevent unfair dismissal. An employee cannot be dismissed when she has been confirmed pregnant or after she has given notice of pregnancy. An employee cannot be dismissed when he or she takes a paid sick leave. Each employee that tenders resignation will be interviewed by the human resources department to ascertain the reason for leaving the Group. The dismissed employee shall be given due notice or wages in lieu of notice, and the notice should not be given during his or her annual leave and maternity leave.

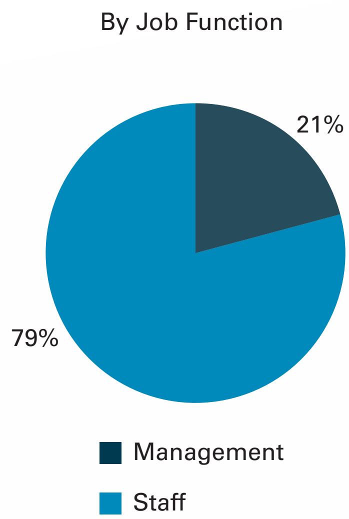
Besides, we prohibited the use of child and forced labour. During the process of recruitment and selection of talents, applicants are required to report their identity by showing their identity cards during the application for compliance with the statutory age requirements, and those under 16 years of age must not be recruited. Any material non-compliance with our protocol may result in summary dismissal. In case any child labour or forced labour is observed by our employees during daily business operations, our employees shall report to the human resources department and senior management directly for immediate verification. The Group will report the issue to the Labour Department without delay. If suppliers are found to have any employment of child labour and forced labour, we would immediately cease business relationship with such suppliers.

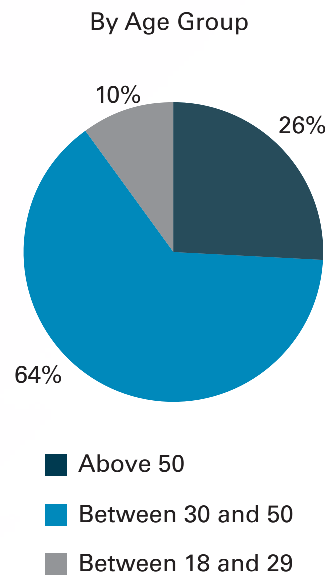
During the Reporting Period, the Group did not encounter any issue with non-compliance and/or violate any relevant laws and regulations in respect of the prevention of child or forced labour.

Employee structure

As at 31 March 2025, we have 39 full time employees (2024: 39). We do not hire part-time staff to maintain our work process stability and quality. Unlike peers with high turnover rate, we outsource positions which are repetitive and with low-skill tasks to limit administrative load and impact of quality in our production.







An employee handbook has been maintained for regulating recruitment, promotion, discipline, working hours and vacations. Our staff is required to have a good understanding of the contents of the handbook. Employees who fail to comply with the Company's regulations will first be given a warning notice and, in serious cases, be dismissed. We have created a harmonious working environment as well as a safe and comfortable workplace to build a business platform for every staff to grow with the Group. Our employment practices are well written according to the Employment Ordinance (Cap. 57) and related local regulations. During the Reporting Period, the Group complied with relevant laws and regulations that have a significant impact on the Group in relation to providing a safe working environment and protecting employees from occupational hazards, in all material aspects.

We have established a consistent recruitment process that aims to recruit and attract talent to our teams suited to the job requirements of each department. The Group's recruitment method is mainly social recruitment and internal recommendation with reference to factors such as their experience, qualifications and expertise required for our business operations. Applicants who meet the requirements for a post are given equal interview opportunities regardless of gender, age, race, religion or disability. A detailed description of the job, including duties, welfare and salary packages are also provided.

Our employee's remuneration is determined based on factors such as qualification, contribution, and years of experience. We regularly conduct employee performance assessments and provide positive compensation for those with excellent performance.

During the Reporting Period, the Group complied with relevant laws and regulations that have a significant impact on the Group in relation to staff compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, welfare and other staff benefits, in all material aspects.

Employee benefits and welfare

We are committed to providing employees with competitive compensation and comprehensive welfare and protections. We regularly review our compensation and benefits programs in order to attract, motivate and retain talented employees. Annual reviews are conducted to exchange comments, offer adjustments and/or promotions to employees which are commensurate with their performance.

Training, education and development

The Group is committed to providing employees with training that caters for their job requirements. Through a combination of orientation in-house training and on-the-job training, the Group strives to make sure that all employees are equipped with operational abilities. It helps employees learn and grow in practice, supporting and encouraging them to purse for self-improvement and life-long learning.

Development & training		Average training hours completed	Percentage of employee trained
By gender	Male	0.78	78%
	Female	0.29	29%
By employee category	Management	2.00	100.0%
	Staff	0.12	12%

Anti-corruption training

To further prevent corruption and malpractices in the workplace, practical guide, training materials and information pack published by ICAC have been shared with our employees and the board of directors. An internal training on anti-corruption policies was provided to our employees during the Reporting Period and the Company has rolled out a rotation plan of anti-corruption trainings during the Reporting Period. We intend to provide anti-corruption trainings, through professional organisation, to our Directors and management and front-line sales department personnel first, and intend to gradually extend such training to our staff on a 4-year rotation plan targeting to attain a 100% training coverage in 4 years.

Occupational health and safety

To provide and maintain a safe, clean and environmentally friendly working condition for employees, the Group has established a series of work safety policy and standard operating procedures. We also provide information, training, and protective equipment to ensure employees' safety. We strive to raise employees' safety awareness and improve their risk prevention capabilities on a continuous basis. The Group provides work protocol and safety guideline. We post safety and operational instructions in conspicuous places, and thereby reducing the possibilities of significant occupational safety and health impacts.

An occupational hazard contributes to severe health problems among workers. We will continue to promote awareness-raising initiatives so as to lessen the risk of safety hazards. During the Reporting Period, the Group complied with relevant laws and regulations that have a significant impact on the Group in relation to providing a safe working environment and protecting the employees from occupational hazards, in all material aspects. During the Reporting Period, the Group did not record any job-related injury. The Group has not encountered any work-related fatality incidents in the past three years and no lost days due to work injury during the Reporting Period had been reported to our management. We monitor the effectiveness of safety-related controls continually and conduct assessments on the Group's health and safety performance in order to conserve a healthy and safe workplace for our employees and protect them from work related injuries.

Environmental performance

We believe that quality living is about enriching lives today as well as caring for future generations, environmental protection is a fundamental part of our sustainable development. We concentrate our resources on managing our core operation (procurement, production and sales) by engaging external professional parties to take up auxiliary workflow (logistics) to minimise consumption and enhance overall efficiency.

Our major environmental impact on the environment and natural resources is greenhouse gas ("GHG") emissions which was mainly attributable to the consumption of electricity and paper. The related KPIs are presented in the section headed "ENVIRONMENTAL KEY PERFORMANCE INDICATORS".

Electricity consumption accounts for a major part of our GHG emissions. To reduce our carbon footprint and energy usage to achieve the targets, we have implemented the following measures:

- Reminders and signs for office equipment (e.g. photocopiers, printer) to be switched to standby mode after use
- Regular maintenance of appliances and equipment as suggested by the relevant instruction manual
- Lighting zone segregation and individual lights made available only after office hours
- Limit access to the operation of air-conditioning units
- More environmentally friendly office temperature (24-26°C)
- Smart casual dress code for work
- Practices of switching off lighting, air-conditioning, computers and encouraging the use of energy-saving mode for all the applicable electronic appliances during lunch hours
- Reminders of 'use when necessary' and 'off after use' for lighting and air-conditioning
- Authorised staff switch on/off equipment before/after office hours

The Group targets to reduce its overall energy consumption intensity and emissions intensity.

During the Reporting Period, the Group was not aware of any material non-compliance with relevant laws and regulations that would have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

Use of resources

Our major emission came from our printing operation which requires the consumption of electricity and paper. We reassess work practices applied across our businesses to improve resource utilisation, reduce our emissions and manage waste responsibly. With numbers of locations including warehouses, offices, and production units, we continually identify ways to improve energy efficiency by replacing energy intensive equipment, actively conserving resource and regularly assessing operating performance. We rely on the water supply from the government. Due to the nature of our business operation, our water consumption is not substantial and most of the water we use for our operations is for cooling processes in production and general purpose in daily operation and there were no issues in sourcing water that is fit for purpose.

Waste management

The non-hazardous waste of the Group is mainly used paper and general waste which are collected and handled by qualified waste processors. Regarding hazardous waste (items with metal content detected), we collect and deliver such waste to external hazard waste collectors.

We steamlined our supply chain by outsourcing most of our production function to our suppliers, significantly reducing resource consumption. To fully utilise resources, incoming packaging materials like pallets and carton boxes were reused in our business operation whenever possible. Scrap paper bins have also been set up in each shop and on each production floor, enabling convenient drop-off and collection by licensed recycler.

To improve our operational efficiency, our management team strictly monitors, manages and evaluates such policies to make every possible improvement in our operation (efficient resource consumption, waste minimisation, recycling and reuse promotion).

The Group targets to reduce its overall energy consumption intensity and paper consumption intensity.

Responding to climate change

The Board is of the view that the Group is not subject to material climate change-related risks and impacts. Although, the Company does not perform a study on climate change effect or impact, we do provide various form of resource conversion actions in our operations. Therefore, our emission level follows our production level.

The Group understands the direct relationship between sustainable development and competitiveness. The energy consumed and waste generated by business activity does make an impact on air and soil resources, and therefore on the ecosystem. The Group also recognises the importance of balancing economic, environmental and social needs. All subsidiaries of the Group continue to introduce technical refinements and innovations to fulfil targets for reducing, reusing, and recycling natural resources, reducing emissions and waste, improving the utilisation efficiency of natural resources, and minimising their operations' effect on the environment and natural resources. It is our policy to encourage our management and employees not to take flights unless necessary for business trips so as to lower indirect emissions.

The Company makes reference to the recommendations and approach set out by The Task Force of Climate-related Financial Disclosure ("TCFD") in assessing the climate change impacts on the Group. We have assessed a series of risks, including:

1. Transitional risks that may entail extensive policies, legal, technology, and market changes to address mitigation and adaptation requirements related to climate change in the course of transitioning to a lower-carbon economy. There are four sub-risks, namely Policy and Legal Risks, Technology Risk, Market Risk and Reputation Risk.

2. Physical risks that may have financial implications for the Group, such as direct damage to assets and indirect impacts from supply chain disruption, which can be driven by acute events ("Acute Events") or longer-term chronic shifts ("Chronic Shift") in climate patterns.

Based on the on-going assessment of the Company, the Company believes the Group is subject to lower physical risk, particularly those driven by acute events. The overall risk-rating of climate-change-related risks and opportunities of the Group is considered low.

Climate Change impact assessment

The board has instructed the ESG Working Committee to perform an assessment on the climate-change-related risks and opportunities of the Group. The following table presents the summary of the Group's assessment.

Type	Climate-related risks and opportunities	Our measures or approach	Potential financial impacts when risks are realised
Transitional Risk	Policy and Legal Technology	The Group is of the view that there are no regulatory or market policies or technology changes directly related to the Group's operations that would have significant impact on the Group.	Possible – There is a possible impact on technology level of existing machinery.
	Market Reputation	Customers may have higher expectations of our image and services from an environmentally friendly perspective.	Possible – There is a possible impact on the reputation of our Company.
Physical Risk	Acute events Chronic shifts	The Group is of the view that it is not subject to physical risks brought alone from climate change. However, the Group will take a monitoring approach and will continuously monitor the change in physical risks.	Remote – The risks and impacts are considered remote.
Opportunities	Resource Efficiency Energy Source Products & Services	The Group is of the view that there are no directly related regulatory or market policies or technology changes required or on the trend that would have significant impact on the Group.	Remote – The opportunities and benefits are considered remote.
	Market Resilience	Customers may have higher expectations of our image and services from an environmentally friendly perspective.	Possible – There is a possible market if we can build an environmental supply chain.

SOCIAL KEY PERFORMANCE INDICATORS

Social indicators	2024	2025
Employments		
Total number of employees[1]	39	39
By gender		
Male	21	18
Female	18	21
By age group		
Below 30 years old	7	4
30 to 50 years old	26	25
Above 50 years old	7	10
By ranking		
Management	8	8
Staff	31	31
By geographical region		
Hong Kong	39	29
Mainland China	0	10

Note 1 employees here refer to regular staff with employment contractual relationship with the Group.

Employee turnover rate[1]	2024	2025
General turnover rate	112.82%	64%
By gender		
Female	169.23%	43%
Male	92.31%	89%
By age group		
Aged 50 or above	242.85%	25%
Between 30 and 49	84.62%	64%
Between 18 and 29	116.67%	10%
By ranking		
Management	33.33%	0%
Staff	127.27%	64%
By geographical location		
Hong Kong	112.82%	64%
Mainland China	–	Nil

Note 1 employees here refer to regular staff with employment contractual relationship with the Group.

Work health safety – injury and fatalities statistic	2023	2024	2025
Cause of incident			
While operating machinery	0	0	0
Injured by heavy object impact	0	0	0
Others	0	0	0
Lost of workings days due to reported injuries	0	0	0
Legal case related to reported injuries	0	0	0
Compensation other than paid leave related to reported injuries	0	0	0
Case of loss of life or induce permanent disability	0	0	0
Compensation paid	0	0	0

Note 1 employees here refer to regular staff with employment contractual relationship with the Group.

Note 2 previous years' figures are updated based on medical certificate issued by hospital.

ENVIRONMENTAL KEY PERFORMANCE INDICATORS

Emission Type	Indicator	2024	2025	2025 Intensity[5]
Greenhouse gas[2]	Direct emissions – Scope 1 (tonnes CO_2)	0	0	NA
	Indirect emissions – Scope 2[2] (tonnes CO_2)	311	560	3.42
	Indirect emissions – Scope 3[3] (tonnes CO_2)	53	6	0.04
Total GHG Emissions	(tonnes CO_2)	357	357	2.18

Major resource consumed	Unit	2024	2025	2025 Intensity[5]
Paper	Kg	45,682	0	N/A
Electricity	kWh	444,782	800,464	4,884.15

Notes to above table:

1 GHG emissions data is presented in terms of carbon dioxide equivalent and are based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, Appendix II: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

2 Major source of Scope 2 emission came from usage of purchased electricity. The decrease in consumption of electricity due to outsourcing.

3 Major source of Scope 3 emission came from processing fresh water and air travel. The decrease of emission due to outsourcing.

4 Non-hazardous waste totals have been deemed immaterial to our operations and are not included in the scope of this report. We did not have material hazardous waste produced during the Reporting Period.

5 Intensity is measured by dividing specific value by HKD'm revenue in the corresponding period.

6 The total packaging material used for finished products was minimal to our operations during the Reporting Period.

Independent Auditor's Report

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TO THE SHAREHOLDERS OF UNIVERSE PRINTSHOP HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Universe Printshop Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 70 to 119, which comprise the consolidated statement of financial position as at 31 March 2025, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3(c) to the consolidated financial statements which indicates that the Group had net current liabilities of HK$7,980,974 as at 31 March 2025. This condition, along with other matters set forth in note 3(c), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment assessment of property, plant and equipment, intangible assets and right-of-use assets

(Refer to notes 4(f), 5(c) and 13 to the consolidated financial statements)

As at 31 March 2025, the Group had property, plant and equipment, intangible assets and right-of-use assets with net carrying amounts of HK$7,036,966, HK$856,611 and HK$16,826,417 respectively, which are subject to impairment assessment when impairment indicators are identified. For impairment assessment purposes, the Group estimates the recoverable amount of cash-generating unit ("CGU") to which the assets belong when it is not possible to estimate the recoverable amount individually. The Group has two CGUs which engage in provision of general printing services and trading of printing services. The management of the Group assessed that there was indication for impairment on the CGU of provision of general printing services and conducted impairment assessment for that CGU. The carrying amount of the property, plant and equipment, intangible assets and right-of-use assets under that CGU together with the corporate assets allocated to that CGU amounted to HK$24,267,812 in total. The recoverable amount of that CGU is determined using value-in-use calculation.

Based on the value-in-use calculation, no impairment loss was recognised during the year for the property, plant and equipment, intangible assets and right-of-use assets under the CGU engaging in provision of general printing services.

We have identified the impairment assessment of property, plant and equipment, intangible assets and right-of-use assets as a key audit matter due to the preparation of the value-in-use calculation requires significant estimation and judgment by the management with respect to the key assumptions adopted in the cash flow projection including future revenue growth and gross profit margin, as well as the adoption of discount rate.

Our procedures in relation to management's impairment assessment on property, plant and equipment, intangible assets and right-of-use assets included:

- Obtaining an understanding on management's processes and controls in respect of the impairment assessment process;
- Checking the mathematical accuracy of the value-in-use calculation;
- Challenging the reasonableness of key assumptions of the cash flow projection of the CGU including revenue growth, gross profit margin and discount rate based on our knowledge of the business and having regard to the market and economy conditions;
- Assessing whether the key assumptions has been determined and applied on a consistent basis across the Group;
- Comparing current year's actual results with the figures included in the prior year's cash flow projection to assess reliability of management's forecast;
- Checking on a sample basis the accuracy and relevance of the input data used by the management to supporting evidence; and
- Assessing the disclosure made over the impairment assessment.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

– identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

– obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

– evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

– conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

– evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

– plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BDO Limited
Certified Public Accountants

Lee Ming Wai
Practising Certificate no. P05682
Hong Kong, 29 July 2025

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2025

	Notes	2025 HK$	2024 HK$
Revenue	6	163,861,815	69,930,379
Cost of sales		(128,888,851)	(60,513,603)
Gross profit		34,972,964	9,416,776
Other income	7	61,438	189,875
Other gains	7	264,754	1,509,954
Distribution and selling expenses		(4,199,008)	(400,610)
Administrative and other expenses		(25,329,748)	(32,311,974)
Impairment loss recognised on trade receivables	17(b)	(2,497,080)	(202,559)
Impairment loss on property, plant and equipment, right-of-use assets and intangible assets	13	–	(6,500,000)
Profit/(Loss) from operations		3,273,320	(28,298,538)
Finance cost	8(a)	(1,387,772)	(1,198,457)
Profit/(Loss) before taxation	8	1,885,548	(29,496,995)
Income tax (expense)/credit	9	(1,208,459)	826,425
Profit/(Loss) for the year		677,089	(28,670,570)
Other comprehensive income			
Item that may be reclassified to profit or loss:			
Currency translation differences		(71,453)	–
Total comprehensive income for the year		605,636	(28,670,570)
Profit/(Loss) for the year attributable to:			
Equity holders of the Company		618,887	(28,437,446)
Non-controlling interests		58,202	(233,124)
		677,089	(28,670,570)
Total comprehensive income for the year attributable to:			
Equity holders of the Company		548,330	(28,437,446)
Non-controlling interests		57,306	(233,124)
		605,636	(28,670,570)
		HK cents	HK cents (restated)
Earnings/(Loss) per share	12		
Basic and diluted		0.62	(48.00)

Consolidated Statement of Financial Position

As at 31 March 2025

	Notes	2025 HK$	2024 HK$
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	13	7,036,966	4,317,822
Right-of-use assets	13	16,826,417	20,546,583
Intangible assets	14	856,611	346,975
Deposits paid	17	1,048,428	3,664,383
Deferred tax assets	22	300,953	760,375
		26,069,375	29,636,138
Current assets			
Inventories	16	196,406	753,210
Trade and other receivables, prepayments and deposits	17	63,897,965	11,065,545
Amount due from a related company	26	7,580,838	–
Value-added tax recoverable		9,837,885	–
Prepaid income tax		–	1,282,010
Cash and cash equivalents	18(a)	1,769,519	9,778,940
		83,282,613	22,879,705
Current liabilities			
Trade and other payables and accruals	19	68,587,597	9,117,658
Contract liabilities	20	3,462,451	1,965,728
Loan from a shareholder	24	5,622,035	6,440,000
Amount due to a director	25	5,886,623	3,321,592
Amounts due to a related company	26	868,431	–
Lease liabilities	21	6,806,450	8,842,877
Provision for reinstatement cost	23	30,000	40,000
		91,263,587	29,727,855
Net current liabilities		(7,980,974)	(6,848,150)
Total assets less current liabilities		18,088,401	22,787,988

Consolidated Statement of Financial Position

As at 31 March 2025

	Notes	2025 HK$	2024 HK$
Non-current liabilities			
Lease liabilities	21	10,159,082	15,649,332
Deferred tax liabilities	22	191,451	–
		10,350,533	15,649,332
Net assets		7,737,868	7,138,656
CAPITAL AND RESERVES			
Share capital	27(b)	24,950,000	24,950,000
Reserves	27(c)	(17,086,205)	(17,634,535)
Equity attributable to equity holders of the Company		7,863,795	7,315,465
Non-controlling interests		(125,927)	(176,809)
Total equity		7,737,868	7,138,656

Approved and authorised for issue by the board of directors on 29 July 2025.

LAM Shing Tai
Director

YIP Chi Man
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2025

	Equity attributable to owner of the Company							
	Share capital (Note 27(b)) HK$	Share premium (Note 27(c)(i)) HK$	Capital reserve (Note 27(c)(ii)) HK$	Translation reserve (Note 27(c)(iii)) HK$	Accumulated losses HK$	Total HK$	Non-controlling interests HK$	Total HK$
At 1 April 2023	9,000,000	29,644,379	20,077,867	–	(59,403,063)	(680,817)	–	(680,817)
Loss and total comprehensive income for the year	–	–	–	–	(28,437,446)	(28,437,446)	(233,124)	(28,670,570)
Issue of shares under subscription agreement, net (note 27(b)(i))	980,000	2,749,775	–	–	–	3,729,775	–	3,729,775
Issue of shares upon completion of Rights Issue, net (note 27(b)(iv))	14,970,000	17,733,953	–	–	–	32,703,953	–	32,703,953
Capital injection from non-controlling interest	–	–	–	–	–	–	56,315	56,315
At 31 March and 1 April 2024	24,950,000	50,128,107	20,077,867	–	(87,840,509)	7,315,465	(176,809)	7,138,656
Profit for the year	–	–	–	–	618,887	618,887	58,202	677,089
Other comprehensive income:								
Currency translation differences	–	–	–	(70,557)	–	(70,557)	(896)	(71,453)
Total comprehensive income for the year	–	–	–	(70,557)	618,887	548,330	57,306	605,636
Deregistration of subsidiaries	–	–	–	–	–	–	(6,424)	(6,424)
At 31 March 2025	24,950,000	50,128,107	20,077,867	(70,557)	(87,221,622)	7,863,795	(125,927)	7,737,868

Consolidated Statement of Cash Flows

For the year ended 31 March 2025

	Notes	2025 HK$	2024 HK$
Cash flows from operating activities			
Cash generated from/(used in) operations	18(b)	5,619,091	(32,836,304)
Income tax refund/(paid)		534,225	(2,801)
Net cash generated from/(used in) operating activities		6,153,316	(32,839,105)
Cash flows from investing activities			
Payment for the purchase of property, plant and equipment		(4,817,303)	(2,059,214)
Payment for the purchase of intangible asset		(601,123)	–
Down payment for right-of-use assets		–	(1,870,000)
Proceeds from disposal of property, plant and equipment		97,000	5,920,000
Interest received		6,089	10,089
Net cash (used in)/generated from investing activities		(5,315,337)	2,000,875
Cash flows from financing activities			
Capital element of lease payments	18(c)	(9,264,521)	(9,394,863)
Interest element of lease payments	18(c)	(1,387,772)	(1,198,457)
Capital injection from non-controlling interest		–	56,315
Proceeds from shareholder's loan	18(c)	12,036,269	24,950,000
Repayment of shareholder's loan	18(c)	(12,900,000)	(18,510,000)
Advances from a director	18(c)	2,700,221	3,321,592
Repayment to a director	18(c)	(75,003)	–
Proceeds from issuance of shares		–	38,351,000
Share issuance expenses		–	(1,917,272)
Net cash (used in)/generated from financing activities		(8,890,806)	35,658,315
Net (decrease)/increase in cash and cash equivalents		(8,052,827)	4,820,085
Cash and cash equivalents at the beginning of the year		9,778,940	4,958,855
Currency translation differences		43,406	–
Cash and cash equivalents at the end of the year	18(a)	1,769,519	9,778,940

Notes to the Financial Statements

For the year ended 31 March 2025

1 GENERAL INFORMATION

Universe Printshop Holdings Limited (the "Company") is a public limited company incorporated in the Cayman Islands on 27 April 2017 as an exempted company and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 March 2018. The Company was incorporated in the Cayman Islands under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Unit D, 8/F, Southeast Industrial Building, No. 611-619 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong.

The Company acts as an investment holding company. The subsidiaries of the Company (together, the "Group") are principally engaged in the provision of general printing services in Hong Kong. During the year, such business is expanded to Mainland China. In addition, the Group's business has expanded into trading of printing consumables and equipments. The principal activities of its principal subsidiaries are set out in note 15.

The Company's parent is New Metro Inc., a company incorporated in the British Virgin Islands with limited liability. In the opinion of the directors, New Metro Inc. is also the ultimate parent undertaking of the Company.

2 ADOPTION OF HKFRS ACCOUNTING STANDARDS

(a) Adoption of revised HKFRS Accounting Standards – effective 1 April 2024

In the current year, the Group has applied for the first time the following amendments to standards and interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are relevant to and effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2024:

Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
HK Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements
Amendments to HKFRS 16	Lease Liabilities in a Sale and Leaseback

The adoption of the above amendments to HKFRS Accounting Standards that are effective for the current reporting period did not have any significant impact on the Group's consolidated financial statements.

2 ADOPTION OF HKFRS ACCOUNTING STANDARDS (CONTINUED)

(b) New or revised HKFRS Accounting Standards that have been issued but are not yet effective

The following new or revised HKFRS Accounting Standards, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability[1]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[3]
Amendments to HK Interpretation 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]

1 Effective for annual periods beginning on or after 1 January 2025
2 Effective for annual periods beginning on or after 1 January 2026
3 Effective for annual periods beginning on or after 1 January 2027
4 The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined

The directors anticipate that all of the relevant pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The above new and amendments to HKFRS Accounting Standards that have been issued but not yet effective are not expected to have a material impact on the Group's results and financial position upon application except for HKFRS 18.

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRS Accounting Standards. HKFRS 18 and the consequential amendments to other HKFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

3 BASIS OF PREPARATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance which concern the preparation of financial statements. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

(c) Going concern assumption

The Group had net current liabilities of HK$7,980,974 as at 31 March 2025. When assessing the appropriateness of the use of the going concern basis for the purpose of the preparation of these consolidated financial statements, the directors have prepared a cash flow forecast covering a period of 16 months from the end of the reporting period ("Cash Flow Forecast"). In preparing the Cash Flow Forecast, the directors have given careful consideration of the future liquidity and performance of the Group and available sources of finance in assessing whether the Group will have sufficient resources to continue as a going concern. The following plans and measures for mitigating the liquidity pressure and improving the financial position of the Group have been considered in the Cash Flow Forecast:

(i) The Group has implemented measures to speed up collection of outstanding trade receivables to enhance the Group's liquidity.

(ii) The Group has continued to sustain and strengthen the business commenced during the current year to improve its operating cash flow.

(iii) The Group has adopted and will continue to adopt a series of measures to control costs and to enhance cash flows, which include reducing operating costs by streamlining workflows and tightening advertising and promotion expenditures.

(iv) An interest-free loan facility (the "Loan Facility") of HK$15,000,000 has been granted to the Company by Mr. Lam Shing Tai ("Mr. Lam"), being the 85% owner of New Metro Inc., which is the controlling shareholder of the Company, to provide additional funding to the Group. Under the Loan Facility, the Group is not required to repay outstanding balance until such time when repayment will not affect the Group's ability to repay other creditors in normal course of business. As at the approval date of these consolidated financial statements, the Group had unutilised Loan Facility of approximately HK$9,378,000.

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assumption (Continued)

In the opinion of the directors, taking into account the above plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due. Accordingly, the directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, the use of the going concern basis depends on successful implementation of the above plans and measure. There are uncertainties inherently associated with their future outcomes, that include (1) the successful execution of the Group's measures to collect payments from customers as mentioned in note (i) above; (2) carrying out the Group's business plan and costs control measures successfully as mentioned in notes (ii) and (iii) above and generating the necessary net operating cash inflows during the forecast period; and (3) obtaining of funding successfully, as and when needed, from Mr. Lam as mentioned in note (iv) above and Mr. Lam honoring his undertaking to the Group. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern, and therefore, that it may be unable to realise its assets or discharge its liabilities in the normal course of business.

Should the Group fail to achieve the above plans and measures, it might not be able to continue as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further financial liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

(d) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is the same as the functional currency of the Company.

4 MATERIAL ACCOUNTING POLICY INFORMATION

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee; exposure, or rights, to variable returns from the investee; and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The Group recognises the non-controlling interests in the non wholly-owned subsidiaries separately from owner's equity. Non-controlling interests are measured initially at either fair value or the Group's proportionate share of the fair value of the subsidiaries' identifiable net assets.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other costs, such as repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Furniture and equipment	5 years
Computer equipment	5 years
Leasehold improvements	Shorter of lease term and 5 years
Plant and machinery	4-10 years
Motor vehicle	3 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount (note 4(f)).

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(c) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

(d) Leases – the Group as lessee

All leases are capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise leases which are short-term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(d) Leases – the Group as lessee (Continued)

Right-of-use asset

Right-of-use asset is recognised at cost and comprises: (i) the amount of the initial measurement of the lease liability; (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

Right-of-use asset is generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option if so included in the lease agreement, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease liability

Lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g. a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

Lease modification

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

- in all other cases where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

(e) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for debt instruments classified as financial assets measured at amortised cost, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price in accordance with HKFRS 15 Revenue from Contract with Customers ("HKFRS 15").

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(e) Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instruments, including trade and other receivables, deposits and cash and cash equivalents, that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are subsequently measured at amortised cost using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and other financial assets measured at amortised cost.

ECL is a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measures loss allowances for trade receivables using simplified approach and has calculated ECL based on lifetime ECL. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the Group applies general approach to measure ECL based on the 12-month ECL. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group presumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities at amortised cost. Financial liabilities at amortised cost including trade and other payables and accruals, loan from a shareholder, amount due to a director and amount due to a related company. They are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(e) Financial instruments (Continued)

(iv) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9 Financial Instruments ("HKFRS 9").

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(f) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- Investment in a subsidiary;
- property, plant and equipment;
- right-of-use assets; and
- intangible assets

When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset, a cash-generating unit or group of cash-generating units, is estimated to be less than its carrying amount, the carrying amount of the asset, a cash-generating unit or group of cash-generating units, is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised as an expense immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, cash generating unit or group of cash-generating units.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(g) Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term, highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service. Short-term employee benefits are recognised in the year when the employees render the related service. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

The Group participates in a pension scheme ("MPF Scheme") under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance for all employees in Hong Kong. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income up to a maximum contribution of HK$1,500 per employee per month. The assets of this pension scheme are held separately from those of the Group in independently administered funds. Other than the contributions, the Group has no further obligation for the payment of retirement and other postretirement benefits of its employees in Hong Kong.

In accordance with the rules and regulations in People's Republic of China ("the PRC"), the PRC based employees of the Group participate in a defined contribution retirement benefit plan organised by the relevant provincial government in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries.

The provincial government undertakes to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plan described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(i) Income tax

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

(j) Recognition of revenue and other income

The principal activities of the Group include provision of general printing services and trading of printing equipment and consumables. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in the contracts with customers, except for the trading of printing consumables as further detailed below.

(a) Provision of general printing services

Revenue from the provision of general printing services is recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the printing products to the customers. Non-credit customers are generally required to pay in full at the time of collecting or receiving the printing products. Credit customers are given, in general, credit period of 30 to 90 days. No element of financing is deemed to be as the sales are made with credit terms which is consistent with the market practice.

Customers can choose to either collect the printing products at the Group's stores or workshops or request for delivery to a specified address. For contracts with customers who choose to collect the printing products at the Group's stores or workshops, there is only one performance obligation which is delivery of the printing products to the customers. For contracts with customers who request for delivery to a specified address, there are two performance obligations as provision of printing services and arrangement of delivery for the printing products are both sold on a stand-alone basis and are distinct within the context of the contract. Transaction price is allocated to these two performance obligations based on their relative stand-alone selling prices. Revenue from arrangement of delivery for the printing products is recognised at a point in time when the printing products are delivered to the places designated by the customers.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(j) Recognition of revenue and other income (Continued)

(b) Trading of printing equipment

Revenue from the trading of printing equipment is recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the printing equipment to the customers. Credit period given to customers is within one year in general. Financing component is deemed not significant as the Group expects, at contract inception, that the period between when the Group transfers a printing equipment to a customer and when the customer pays for the printing equipment will be one year or less. Generally, there is only one performance obligation in the contract for trading of printing equipment which is delivery of the printing equipment to the customers.

(c) Trading of printing consumables

In the contract with customers for trading of printing consumables including paper and ink, the Group mainly coordinates with the suppliers and assists the suppliers in arranging for delivery of the printing consumables to the customers. The Group does not have control of the printing consumables before they are transferred to the customers. The Group is acting as an agent and recognises revenue at the net amount for these arrangements. Revenue is recognised at a point in time upon delivery of the printing consumables to the customers which is when the customers benefit from the Group's arrangements.

Other income mainly include:

(i) Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

(ii) Scrap sale income is recognised at a point in time when the scrap materials are delivered to the counterparty.

Principal versus agent consideration

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Contract liabilities

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

4 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(k) Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss.

For the purpose of preparing the consolidated financial statements, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. HK$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as translation reserve. Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as translation reserve.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(a) Exposure to additional tax assessments in respect of prior years

In February 2022 and 2023, certain subsidiaries of the Company received additional tax assessments from the Inland Revenue Department ("IRD") of Hong Kong in respect of the years of assessment 2015/16 and 2016/2017. The amount of additional tax charge is HK$5.6 million in total. In connection to the additional tax assessments, the Group purchased tax reserve certificates amounting to HK$470,000 in total. Based on the communication with the IRD, the directors are of the view that such additional tax assessments are of protective nature and were issued to keep the 2015/16 and 2016/2017 tax years technically open in view of the statutory time-bar. In the opinion of the directors, the IRD had no specific basis in arriving at the profits assessed under the additional assessments. As a result, the Group is of the view that there is no present obligation and no reliable basis for estimating, and making provision for potential tax liabilities, if any, and the corresponding tax penalty and interest, if any, as at the date of issuance of these consolidated financial statements. During the year ended 31 March 2025, the IRD has finalised the additional tax assessments in which the Company is not required to pay additional tax and the Company has redeemed the tax reserve certificates.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Judgements (Continued)

(a) Exposure to additional tax assessments in respect of prior years (Continued)

The Group is subject to income tax in which there are many transactions and calculations for which the ultimate tax determination is uncertain. The directors have exercised judgment and considered all relevant fact and circumstances for anticipated tax audit issues based on estimates of whether additional taxes will be due, including assessment of the conditions giving rise to the additional tax assessments, reassessment of the Group's tax position by the management and the undertaking from a shareholder to indemnify the Group against such liabilities should all or part of the additional tax assessment (including penalties, fines and interest should they arise) be found conclusive against the Group. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(b) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the plan and measures taken as detailed in note 3(c). In the Cash Flow Forecast prepared by the directors, a number of scenarios were considered to address the uncertainty in respect of the key assumptions underlying the forecast. The directors determined that the most likely amount method is the appropriate method for estimating the future financing needs of the Group. Based on the Cash Flow Forecast, the directors considered the Loan Facility provided by Mr. Lam as mentioned in note 3(c) is adequate in supporting the Group to fulfill its financing need.

(c) Principal versus agent consideration

The Group engages in provision of general printing services. In processing and delivering the printing products to the customers, the Group may engage subcontractors to carry out the physical mass printing services. In respect of the arrangements with the major subcontractor, the directors have assessed that the Group acts as the principal as it controls various inputs of the printing products before they are transferred to customer. The Group identifies customers' specifications and conducts the necessary pre-printing work to ensure customers' specifications are fully addressed. Although physical mass printing services is conducted by the subcontractor, the Group directs the subcontractors in such process including ink and material selection, monitors the subcontractor in the physical mass printing and involves in quality control to ensure the printed products meet customers' expectation. The Group directs the use of the subcontractor' physical mass printing services as one of the inputs in creating the combined output which is the printing products. In reaching the conclusion that the Group controls the printing process and the printing products before they are transferred to the customer, the directors also observes that, even though the subcontractor carries out the physical printing and delivers the printing products to the customer, the subcontractor has no ability to direct the use of the printing products or obtain benefit from the printing process as the terms of the contract between the Group and the subcontractor preclude the subcontractor from doing so. In addition, the directors follow the accounting guidance for principal-agent considerations and assessed for the relevant indicators. In connection to this, the directors have assessed that (i) the Group is primarily responsible for fulfilling the promise to deliver the printing products to customers;(ii) the Group has inventory risk as the Group is responsible for the acceptability of the printing products and is obliged to handle sales returns; and (iii) the Group has total discretion in establishing price for the printing products. The directors considers the above factors in totality, and apply significant judgment in arriving at the conclusion that the Group acts as the principal in the contracts with customers which involve input from subcontractors.

Apart from the above, during the year, the Group engaged in trading of printing consumables, which were conducted on a drop-shipment basis, whereby the Group did not bear inventory risks. The directors assessed that the Group acts as an agent in these contracts as it neither obtain control of the goods sold nor was primarily responsible for fulfilling the promise to provide these goods. Consequently, revenue from these transactions is recognised on a net basis. In assessing whether the Group is acting as a principal or as an agent, the directors exercised significant judgement and to consider all relevant facts and circumstances of these trading business.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Estimation uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

(a) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account the estimated residual value. The Group reviews the estimated useful lives of property, plant and equipment regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(b) Impairment of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the historical default rates for the groups of customers categorised for similar risk characteristic as reflected by days past due. At the end of the reporting period, the historical observed default rates are updated when necessary. The assessment of the correlation among historical observed default rates and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and the Group's historical credit loss experience may not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 29(a).

(c) Impairment of property, plant and equipment, right-of-use assets and intangible assets

For the year ended 31 March 2025, the Group has two CGUs which engage in provision of general printing services and trading of printing equipment and consumables. The directors assessed that impairment indication existed for the CGU engaging in provision of general printing services and performed impairment assessment for the CGU. Management performed impairment testing for that CGU by comparing its carrying amount with its recoverable amount following the accounting policy for impairment of non-financial assets (note 4(f)). The recoverable amount of that CGU is determined using value-in-use calculation. Based on the value-in-use calculation of that CGU, no impairment loss was recognised for the year.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Estimation uncertainty (Continued)

(c) Impairment of property, plant and equipment, right-of-use assets and intangible assets (Continued)

The cash flow projection adopted under the value-in-use calculation incorporates a number of key estimates and assumptions about future events and therefore, are subject to uncertainty and might materially differ from the actual results. In making these key estimates and judgments, the directors take into consideration assumptions that are mainly based on market conditions existed at the end of the reporting period. These estimates are regularly compared to actual market data and actual transactions entered into by the Group. The value-in-use calculation also requires the management to exercise judgement to determine future revenue growth, gross profit margin and an appropriate discount rate for the cash flow projection. The management has adopted multiple scenarios in the value-in-use calculation to address estimation uncertainty. Future changes in the events and conditions underlying the estimates and judgement would affect the estimation of recoverable amount and may result in adjustment to the carrying amounts of the property, plant and equipment, right-of-use assets and intangible assets under the CGU.

Details about the estimates used in assessing the impairment are set out in note 13.

(d) Estimates of current and deferred tax

Deferred taxation relating to certain deductible temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. Such assessment requires significant judgement by the management. Where the expectations are different from the original estimate, such differences will impact the recognition of deferred taxation in the periods in which such estimate is changed.

6 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the provision of general printing services and trading of printing equipment and consumables. Revenue generated from the principal activities are analysed as follows:

	2025 HK$	2024 HK$
Revenue from contracts with customers within the scope of HKFRS 15		
Timing of revenue recognition – At a point in time		
– Provision of general printing services	146,897,701	69,930,379
– Trading of printing equipment and consumables	16,964,114	–
	163,861,815	69,930,379

Contracts for provision of general printing services have an original expected duration of one year or less. The Group has applied the practical expedients in HKFRS 15 to recognise revenue and not to disclose the remaining performance obligations for these contracts.

6 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting

Segment information represents those information reported to the Group's executive Directors who are the chief operating decision makers for the purposes of resources allocation and assessment of performance. In the past, the Group had only one operating segment engaging in the provision of general printing services and trading of printing products. Starting from the current year, as the Group has expanded business to trading of printing related raw materials and machinery, the executive Directors reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. Prior year segment disclosures have been represented to conform with the current year's presentation. For the current year, the Group has two reportable operating segments as follows:

Provision of general printing services – provision of printing services and trading of wide range of printing products

Trading of printing equipment and consumables – supply of printing related raw materials and machinery

The executive Directors assess the performance of the operating segments based on revenue and gross profit margin of each segment. The Group's resources are integrated and there are no discrete information about operating segment assets and liabilities for the two operating segments reported to the executive Directors. Accordingly, no operating segment assets and liabilities are presented.

Segment revenue and segment results are disclosed as follows:

Year ended 31 March 2025	Provision of general printing services HK$	Trading of printing equipment and consumables HK$	Total HK$
Segment revenue (all from external customers)	146,897,701	16,964,114	163,861,815
Cost of sales	(116,442,624)	(12,446,227)	(128,888,851)
Segment results	30,455,077	4,517,887	34,972,964
Gross profit %	20.73%	26.63%	21.34%
Other income			61,438
Other gains			264,754
Distribution and selling expenses			(4,199,008)
Administrative and other expenses			(25,329,748)
Impairment loss recognised on trade receivables			(2,497,080)
Operating profit			3,273,320
Finance costs			(1,387,772)
Profit before income tax			1,885,548
Income tax expense			(1,208,459)
Profit for the year			677,089

6 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

Year ended 31 March 2024	Provision of general printing services HK$ (Restated)	Trading of printing equipment and consumables HK$ (Restated)	Total HK$ (Restated)
Segment revenue (all from external customers)	69,930,379	–	69,930,379
Cost of sales	(60,513,603)	–	(60,513,603)
Segment results	9,416,776	–	9,416,776
Gross profit %	13.47%	–	13.47%
Other income			189,875
Other gains			1,509,954
Distribution and selling expenses			(400,610)
Administrative and other expenses			(32,311,974)
Impairment loss on property, plant and equipment, right-of-use assets and intangible assets			(6,500,000)
Impairment loss recognised on trade receivables			(202,559)
Operating loss			(28,298,538)
Finance costs			(1,198,457)
Loss before income tax			(29,496,995)
Income tax credit			826,425
Loss for the year			(28,670,570)

Revenue by geographic location is disclosed as follows:

	2025 HK$	2024 HK$
Hong Kong	115,473,008	69,930,379
Mainland China	35,011,009	–
Others	13,377,798	–
	163,861,815	69,930,379

Revenue disclosed above is based on the locations of the customers.

6 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

Revenue from major customers individually contributing 10% or more of the Group's total revenue is set out as follows:

	2025 HK$	2024 HK$
Customer A	52,317,532	–

Revenue of Customer A was derived from sales by provision of general printing services to a single customer.

Non-current assets excluding financial instruments and deferred tax assets are located at the following location:

	2025 HK$	2024 HK$
Hong Kong	22,864,070	26,209,096
Mainland China	1,855,924	1,109,102
	24,719,994	27,318,198

7 OTHER INCOME AND OTHER GAINS

	2025 HK$	2024 HK$
Other income		
Interest income from bank	6,089	10,089
Scrap sale income	13,090	12,870
Government grant	18,358	12,814
Sundry income	23,901	154,102
	61,438	189,875
Other gains		
Net exchange gain	258,929	14
(Loss)/Gain on disposal of property, plant and equipment	(156,123)	944,417
Gain on lease modification	–	565,523
Gain on disposal of a subsidiary	161,948	–
	264,754	1,509,954

8 PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging:

		2025 HK$	2024 HK$
(a)	**Finance cost**		
	Interest on lease liabilities (note 21)	1,387,772	1,198,457
(b)	**Staff costs (including directors' remuneration)#**		
	Salaries, wages and other benefits	14,387,310	19,626,650
	Contributions to defined contribution retirement plans^	481,273	702,030
		14,868,583	20,328,680
(c)	**Other items**		
	Auditor's remuneration	720,000	530,000
	Cost of inventories recognised as expenses#	128,888,851	60,513,603
	Depreciation of property, plant and equipment# (note 13)	1,839,785	1,508,477
	Depreciation of right-of-use assets# (note 13)	5,457,759	6,789,195
	Amortisation of intangible assets (note 14)	86,682	52,274
	Short-term leases expense	1,660,602	880,983

\# Cost of inventories included the amounts of HK$2,047,674, HK$1,346,627 and HK$4,071,853 (2024: HK$2,909,517, HK$621,300 and HK$2,179,772) respectively relating to staff costs, depreciation of property, plant and equipment and depreciation of right-of-use assets, which amounts are also included in the respective total amounts disclosed separately in this note for each of these types of expenses.

^ For the year ended 31 March 2025, no forfeited contribution in respect of the defined contribution retirement plans were utilised by the Group to reduce the contribution payable to the plans (2024: nil). As at 31 March 2025, no forfeited contribution under these plans is available to reduce future contribution (2024: nil).

9 INCOME TAX EXPENSE/(CREDIT)

Income tax expense/(credit) in the consolidated statement of comprehensive income represents:

	2025 HK$	2024 HK$
Current tax		
Mainland China corporate income tax for the year	557,586	–
Deferred tax		
Charged/(Credited) to profit or loss (note 22)	650,873	(826,425)
	1,208,459	(826,425)

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.

Provision of Hong Kong Profits Tax is calculated at tax rate of 16.5% on the estimated assessable profits for the year, except for the qualifying entity under the two-tiered profits tax rates regime. The first HK$2,000,000 of assessable profits of the qualifying entity are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Mainland China corporate income tax ("CIT") has been provided for at the rate of 5% on the estimated assessable profits for the Group's operations in Mainland China. For the year ended 31 March 2025, certain subsidiaries incorporated in Mainland China are qualified as a Small and Micro Enterprise ("SME") and are entitled to tax incentive for adopting effective tax rate of 5%. Pursuant to the Announcement [2023] No. 12 "Announcement on Tax and Fee Policies for Further Supporting the Development of Small and Micro Enterprises and Individual Businesses" (《關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告》) issued by the Ministry of Finance and the State Taxation Administration, for an entity qualified as SME, CIT is calculated at 25% of its annual taxable income not exceeding RMB3 million which is subject to tax rate of 20%, i.e. the effective rate for the entity is 5%.

Reconciliation between income tax expense/(credit) and accounting profit/(loss) at applicable tax rates is as follows:

	2025 HK$	2024 HK$
Profit/(Loss) before taxation	1,885,548	(29,496,995)
Tax calculated at domestic tax rates applicable to profit or loss of the respective jurisdiction	(650,534)	(4,871,294)
Tax effect of non-deductible expenses	1,300,871	1,079,807
Tax effect of non-taxable income	(35,104)	(22,422)
Utilisation of tax loss previously not recognised	(831,951)	–
Tax effect of tax losses not recognised	1,030,413	3,268,235
Others	394,764	(280,751)
Income tax expense/(credit)	1,208,459	(826,425)

10 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Company (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Directors' fees HK$	Salaries, allowances and benefits in kind HK$	Discretionary bonuses HK$	Retirement scheme contributions HK$	2025 Total HK$
Executive directors					
Mr. Lam	96,000	704,000	–	18,000	818,000
Mr. Yip Chi Man	–	712,500	–	18,000	730,500
Ms. Li Shuang	475,000	276,451	–	31,204	782,655
Mr. Kao Jung	475,000	–	–	–	475,000
Mr. Li Zhenwu (note i)	362,500	–	–	–	362,500
Independent non-executive directors					
Mr. Ho Kar Ming	144,000	–	–	–	144,000
Mr. Wong Chun Kwok	144,000	–	–	–	144,000
Ms. So Shuk Wan	144,000	–	–	–	144,000
	1,840,500	1,692,951	–	67,204	3,600,655

	Directors' fees HK$	Salaries, allowances and benefits in kind HK$	Discretionary bonuses HK$	Retirement scheme contributions HK$	2024 Total HK$
Executive directors					
Mr. Chau Man Keung (note ii)	–	240,000	–	4,500	244,500
Mr. Hsu Ching Loi (note ii)	–	225,000	–	4,500	229,500
Mr. Lam	24,000	820,000	–	13,500	857,500
Mr. Yip Chi Man (note iii)	–	637,500	–	13,500	651,000
Ms. Li Shuang (note iii)	425,000	–	–	–	425,000
Mr. Kao Jung (note iii)	425,000	–	–	–	425,000
Independent non-executive directors					
Mr. Ho Kar Ming	144,000	–	–	–	144,000
Mr. Wong Chun Kwok	144,000	–	–	–	144,000
Ms. So Shuk Wan	144,000	–	–	–	144,000
	1,306,000	1,922,500	–	36,000	3,264,500

10 DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

(i) Mr. Li Zhenwu was appointed as director on 1 July 2024.

(ii) Mr. Chau Man Keung and Mr. Hsu Ching Loi resigned as director on 1 July 2023.

(iii) Mr. Yip Chi Man, Ms. Li Shuang and Mr. Kao Jung were appointed as director on 1 July 2023.

During the current year and in prior year, no director received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no director waived or agreed to waive any emoluments.

11 FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT'S EMOLUMENTS

Of the five individuals with the highest emoluments, three (2024: two) are directors whose emoluments are disclosed in note 10. The emoluments in respect of the remaining two (2024: three) highest paid individuals are as follows:

	2025 HK$	2024 HK$
Salaries and other allowances and benefits in kind	1,310,300	2,170,000
Retirement scheme contributions	30,000	54,000
	1,340,300	2,224,000

The emoluments of the above non-director highest paid individuals are within the following band:

	2025 Number of individuals	2024 Number of individuals
Nil to HK$1,000,000	2	3

The emoluments paid or payable to members of senior management are within the following band:

	2025 Number of individuals	2024 Number of individuals
Nil to HK$1,000,000	1	3

During the year, no emoluments were paid by the Group to the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2024: nil).

12 EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings per share was based on the profit attributable to equity holders of the Company of HK$618,887 (2024: loss of HK$28,437,446) and the weighted average number of ordinary shares in issue of 99,800,000 during the year (2024: 59,237,674 (restated)). The weighted average number of ordinary shares for the purpose of calculating the basic earnings/loss per share for the years ended 31 March 2025 and 2024 has been adjusted/restated to reflect the effect of the 2023 Share Consolidation and the 2025 Share Consolidation as defined and disclosed in note 27(b) as if they were taken place on 1 April 2023. The weighted average number of ordinary shares for the purpose of calculating the basic loss per share for the year ended 31 March 2024 was also adjusted for the bonus element in the Rights Issue took place during the year ended 31 March 2024 as disclosed in note 27(b).

(b) Diluted earnings/(loss) per share

The diluted earnings/(loss) per share is the same as the basic earnings/(loss) per share as the Group did not have dilutive potential ordinary shares in issue during the current year and in prior year.

13 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

Property, plant and equipment

	Leasehold improvements HK$	Furniture and equipment HK$	Plant and machinery HK$	Computer equipment HK$	Motor vehicle HK$	Total HK$
Cost:						
At 1 April 2023	2,083,548	184,279	31,692,741	738,720	–	34,699,288
Additions	1,610,348	222,000	204,000	22,866	–	2,059,214
Disposals	(1,873,230)	(12,000)	(23,435,603)	–	–	(25,320,833)
At 31 March and 1 April 2024	1,820,666	394,279	8,461,138	761,586	–	11,437,669
Additions	4,188,915	22,594	253,166	192,628	160,000	4,817,303
Disposals	(1,386,998)	–	(605,000)	(52,790)	–	(2,044,788)
Translation difference	(2,520)	(196)	(1,688)	(1,502)	–	(5,906)
At 31 March 2025	4,620,063	416,677	8,107,616	899,922	160,000	14,204,278
Accumulated depreciation and impairment:						
At 1 April 2023	(1,146,531)	(56,593)	(23,054,588)	(534,461)	–	(24,792,173)
Charge for the year	(805,146)	(24,817)	(620,851)	(57,663)	–	(1,508,477)
Impairment (note)	(131,107)	(68,075)	(929,271)	(35,994)	–	(1,164,447)
Written back on disposals	748,268	7,631	19,589,351	–	–	20,345,250
At 31 March and 1 April 2024	(1,334,516)	(141,854)	(5,015,359)	(628,118)	–	(7,119,847)
Charge for the year	(1,235,953)	(43,185)	(467,783)	(73,119)	(19,745)	(1,839,785)
Written back on disposals	1,286,189	–	465,131	40,345	–	1,791,665
Translation difference	418	32	–	205	–	655
At 31 March 2025	(1,283,862)	(185,007)	(5,018,011)	(660,687)	(19,745)	(7,167,312)
Net book value:						
At 31 March 2025	3,336,201	231,670	3,089,605	239,235	140,255	7,036,966
At 31 March 2024	486,150	252,425	3,445,779	133,468	–	4,317,822

13 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

Right-of-use assets

	Leased properties HK$	Machinery HK$	Total HK$
At 1 April 2023	6,800,586	1,182,865	7,983,451
Additions	11,842,678	19,374,505	31,217,183
Derecognise upon commencement of sub-lease as a finance lease	(438,685)	–	(438,685)
Charge for the year	(4,697,794)	(2,091,401)	(6,789,195)
Impairment (note)	(1,355,794)	(3,886,185)	(5,241,979)
Effect of lease modification	(6,014,550)	(169,642)	(6,184,192)
At 31 March 2023 and 1 April 2024	6,136,441	14,410,142	20,546,583
Additions	–	1,746,783	1,746,783
Charge for the year	(3,378,821)	(2,078,938)	(5,457,759)
Translation difference	(9,190)	–	(9,190)
At 31 March 2025	2,748,430	14,077,987	16,826,417

Details about the leases of the right-of-use assets and the lease liabilities recognised are disclosed in note 21.

Notes:

Property, plant and equipment, right-of-use assets and intangible assets are assessed for impairment at cash-generating unit (CGU) level as it was not possible to estimate the recoverable amount of the assets individually.

31 March 2024

For the year ended 31 March 2024, the directors assessed that impairment indication existed for the Group's CGU engaging in provision of general printing services and trading of printing products and performed impairment assessment for the CGU. The recoverable amount of the CGU was determined based on value-in- use calculation, which comprised cash flow projection prepared based on the financial budget approved by the management. The period covered by the value-in-use calculation was five years. Impairment loss was recognised which was mainly due to ongoing economic downturn in Hong Kong. The demand for the Group's printing service was highly reliant on the level of local business and market activities undertaken by the Group's downstream customers, which was driven by market sentiment. The Group's financial budget was revised to reflect to current assessment of the economic and market conditions. Save for the economic and market factors, the CGU's operating results for the year were adversely affected by the disruption of production capabilities causing by the early termination of a production agreement and lease agreements.

Based on the result of the impairment assessment, the recoverable amount of the CGU was estimated to be approximately HK$24,102,000, which was lower than its carrying amount by HK$6,500,000. Accordingly, impairment loss of HK$6,500,000 was recognised for the year ended 31 March 2024 which was allocated as to HK$1,164,447 to property, plant and equipment, HK$5,241,979 to right-of-use assets and HK$93,574 to intangible assets (note 14).

Having regard to the high level of estimation uncertainty, management had considered multiple scenarios in the cash flow projection, each of which were probability weighted. The key assumptions used by the management in the value- in-use calculations of the CGU include: (i) annual sale growth rates projected for the 5-year forecast of 5%; (ii) gross profit margin ranged between 18% to 29% for all scenarios; and (iii) pre-tax discount rate of 14.3%. These assumption were determined based on past performance and management's expectations in respect of the market conditions as well as the economy and political changes which had impact on the Group. The pre-tax discount rate used reflects the specific risks related to the business and industry in which the CGU was engaged.

13 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

Right-of-use assets (Continued)

Notes: (Continued)

31 March 2025

For the year ended 31 March 2025, the Group has two CGUs which engage in provision of general printing services and trading of printing equipment and consumables. The directors assessed that impairment indication existed for the CGU engaging in provision of general printing services and performed impairment assessment for the CGU. The recoverable amount of the CGU was determined based on value-in-use calculation, which comprise cash flow projection prepared based on the financial budget approved by the management. The period covered by the financial budget is five years. Having regard to the high level of estimation uncertainty, management had considered multiple scenarios in the cash flow projection, each of which were probability weighted. The key assumptions used by the management in the value-in-use calculation of the CGU include: (i) annual sales growth rates ranged from -12.9% to 5.6%; (ii) gross profit margin ranged between 17.55% to 18.50% and (iii) pre-tax discount rate of 14.3%. Based on the result of the impairment assessment, the recoverable amount of the CGU was estimated to be higher than its carrying amount. Accordingly, no impairment provision was made for the CGU in the current year.

Management considered more conservative assumptions for certain variables in the cash flow projection and their financial impact arising are as follows: (i) reducing the annual sales growth rates to ranging from -17.3% to 3% and impairment loss of HK$1,769,000 would arise; and (ii) increasing discount rate by 1% and the recoverable amount of the CGU is still higher than its carrying value.

14 INTANGIBLE ASSETS

	Software HK$
Cost:	
At 1 April 2023	992,691
Addition	–
At 31 March 2024 and 1 April 2024	992,691
Addition	601,123
Translation difference	(5,220)
At 31 March 2025	1,588,594
Accumulated amortisation and impairment:	
At 1 April 2023	(499,868)
Charge for the year	(52,274)
Impairment (note 13)	(93,574)
At 31 March and 1 April 2024	(645,716)
Charge for the year	(86,682)
Translation difference	415
At 31 March 2025	(731,983)
Net book value:	
At 31 March 2025	856,611
At 31 March 2024	346,975

15 INVESTMENTS IN SUBSIDIARIES

The following is a list of subsidiaries of the Company as at 31 March 2025. The class of shares held is ordinary unless otherwise stated.

			Proportion of ownership interest			
Name of the company	Place of incorporation and kind of legal entity	Particulars of issued and paid up share capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities and place of operation
Universe Printshop Limited	The Cayman Islands, limited liability company	13,334 shares of United States Dollars ("US$") 1.00 each	100%	100%	–	Investment holding in Hong Kong
All in 1 Printing (Group) Limited	Hong Kong, limited liability company	10,000,000 shares of HK$10,000,000	100%	–	100%	Investment holding in Hong Kong
Universe Printing Holdings Limited	Hong Kong, limited liability company	10,000,000 shares of HK$10,000,000	100%	–	100%	Provision of general printing services and trading of printing products in Hong Kong
Print Shop Limited	Hong Kong, limited liability company	10,000,000 shares of HK$10,000,000	100%	–	100%	Provision of printing services and solutions in Hong Kong
Startec Colour Separation Printing Limited	Hong Kong, limited liability company	10,000,000 shares of HK$10,000,000	100%	–	100%	Investment holding in Hong Kong
Net Printshop Limited	Hong Kong, limited liability company	100,000 shares of HK$100,000	100%	–	100%	Investment holding in Hong Kong
Quick Quick Logistics Company Limited	Hong Kong, limited liability company	1,000 shares of HK$1,000	100%	–	100%	Provision of warehousing, inventory management and distribution services in Hong Kong
Elegance Technology Printing Limited	Hong Kong, limited liability company	100,000 shares of HK$100,000	91%	–	91%	Provision of printing services and solutions in Hong Kong
South Sea International Press Limited	Hong Kong, limited liability company	10,000 shares of HK$10,000	60%	–	60%	Provision of printing services and solutions in Hong Kong
雲集數科(重慶)企業管理有限公司	People's Republic of China ("PRC"), limited liability company	–	100%	–	100%	Investment holding in PRC
雲集數科(重慶)科技有限公司	PRC, limited liability company	–	99%	–	99%	Provision of pre-press processing services in PRC
雲集數科(重慶)營銷策劃有限公司	PRC, limited liability company	–	100%	–	100%	Investment holding in PRC
雲集數科(重慶)供應鏈管理有限公司	PRC, limited liability company	–	99%	–	99%	Trading of printing raw materials and equipment in PRC

15 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of the company	Place of incorporation and kind of legal entity	Particulars of issued and paid up share capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities and place of operation
雲集星達(重慶)國際貿易有限公司	PRC, limited liability company	–	99%	–	99%	Provision of general printing services and trading of printing products in PRC
雲集星承(重慶)國際貿易有限公司	PRC, limited liability company	–	99%	–	99%	Provision of general printing services and trading of printing products in PRC
雲集星灣(重慶)貿易有限公司	PRC, limited liability company	–	99%	–	99%	Provision of general printing services and trading of printing products in PRC
雲集星美(重慶)貿易有限公司	PRC, limited liability company	–	99%	–	99%	Provision of general printing services and trading of printing products in PRC
雲集星渝(重慶)貿易有限公司	PRC, limited liability company	–	99%	–	99%	Provision of general printing services and trading of printing products in PRC
印館創意科技(深圳)有限公司	PRC, limited liability company	–	100% (2024: –)	–	100% (2024: –)	Provision of general printing services and trading of printing products in PRC
印館印刷科技(深圳)有限公司	PRC, limited liability company	–	100% (2024: –)	–	100% (2024: –)	Provision of general printing services and trading of printing products in PRC
雲承供應鏈(深圳)有限公司	PRC, limited liability company	–	100% (2024: –)	–	100% (2024: –)	Provision of general printing services and trading of printing products in PRC
環譽印刷科技(東莞)有限公司	PRC, limited liability company	–	100% (2024: –)	–	100% (2024: –)	Provision of general printing services and trading of printing products in PRC

16 INVENTORIES

Inventories in the consolidated statement of financial position comprise:

	2025 HK$	2024 HK$
Raw materials	–	345,596
Finished goods	196,406	407,614
	196,406	753,210

17 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2025 HK$	2024 HK$
Trade receivables	62,025,422	5,949,926
Less: Loss allowance (note (b))	(3,794,156)	(1,319,366)
	58,231,266	4,630,560
Other receivables	192,907	8,640
Deposits (note (c))	4,659,962	8,974,683
Finance lease receivables	–	233,334
Prepayments	1,862,258	882,711
	64,946,393	14,729,928
Less: non-current portion deposits	(1,048,428)	(3,664,383)
	63,897,965	11,065,545

Non-credit customers are required to pay sales consideration in full at the time of collecting the printing products. Credit customers are generally given credit period of 30 to 90 days.

(a) Ageing analysis of trade receivables

At 31 March 2025, the ageing analysis of trade receivables, based on invoice date and net of allowance for impairment, is as follows:

	2025 HK$	2024 HK$
Within 1 month	7,641,067	1,037,909
1 to 2 months	457,149	364,195
2 to 3 months	2,200,040	480,086
Over 3 months	47,933,010	2,748,370
At the end of the reporting period	58,231,266	4,630,560

Further details on the Group's credit policy are set out in note 29(a).

(b) Impairment of trade receivables

The movements in loss allowance for impairment of trade receivables during the reporting period are as follows:

	2025 HK$	2024 HK$
At the beginning of the reporting period	1,319,366	1,116,807
Impairment loss recognised	2,497,080	202,559
Exchange difference	(22,290)	–
At the end of the reporting period	3,794,156	1,319,366

The Group measures impairment provision for trade receivables at the amount equal to lifetime ECLs. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 29(a).

17 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (CONTINUED)

(c) As at 31 March 2025, the carrying amount of deposits mainly includes the deposits for subcontracting services of HK$2,000,000 (2024: HK$2,000,000), deposits for leasehold improvements of nil (2024: HK$1,343,900) and deposits for purchasing printing machinery of nil (2024: HK$3,249,700).

18 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash and cash equivalents comprise:

	2025 HK$	2024 HK$
Cash at bank and on hand	1,769,519	9,778,940

Cash at banks earns interest at floating rates based on daily bank deposit rates. As at 31 March 2025, cash and cash equivalents of approximately HK$752,699 (2024: HK$4,627) are denominated in Renminbi and deposited with banks in PRC. Renminbi is not a freely convertible currency in the international market. The conversion of Renminbi into foreign currencies and remittance of Renminbi out of Mainland China is subject to the rules and regulations of exchange control promulgated by the government of the PRC.

(b) Reconciliation of profit/(loss) before taxation to cash generated from/used in operations:

	Notes	2025 HK$	2024 HK$
Profit/(Loss) before taxation		1,885,548	(29,496,995)
Adjustment for:			
Finance cost	8(a)	1,387,772	1,198,457
Depreciation of property, plant and equipment	8(c)	1,839,785	1,508,477
Depreciation of right-of-use assets	8(c)	5,457,759	6,789,195
Amortisation of intangible assets	8(c)	86,682	52,274
(Loss)/Gain on disposal of property, plant and equipment	7	156,123	(944,417)
Gain on lease modification	7	–	(565,523)
Impairment loss on property, plant and equipment right-of-use assets and intangible assets	13	–	6,500,000
Interest income	7	(6,089)	(10,089)
Reversal of provision for reinstatement cost	23	(10,000)	(60,000)
Impairment loss recognised on trade receivables		2,497,080	202,559
Reversal of provision for long service payments	19	(374,928)	(284,929)
		12,919,732	(15,110,991)
Changes in working capital:			
Decrease in inventories		556,804	10,310
Increase in trade and other receivables, prepayments and deposits		(53,186,863)	(7,417,863)
Increase in amounts due from a related company		(7,647,240)	–
Increase in amount due to a related company		876,037	–
Increase in value-added tax recoverables		(9,751,399)	–
Increase/(Decrease) in trade and other payables and accruals		60,341,146	(10,470,019)
Increase in contract liabilities		1,510,874	152,259
Cash generated from/(used in) operations		5,619,091	(32,836,304)

18 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities HK$	Amount due to a director HK$	Loan from a shareholder HK$
At 1 April 2023	11,289,604	–	–
Changes from financing cash flows:			
Capital element of lease payments	(9,394,863)	–	–
Interest element of lease payments	(1,198,457)	–	–
Proceeds from shareholder's loan	–	–	24,950,000
Repayment of shareholder's loan	–	–	(18,510,000)
Advances from a director	–	3,321,592	–
Total changes from financing cash flows	(10,593,320)	3,321,592	6,440,000
Other changes:			
Increase in lease liabilities from entering into new leases	29,347,183	–	–
Decrease in lease liabilities from lease modification	(6,749,715)	–	–
Finance cost on lease liabilities	1,198,457	–	–
Total other changes	23,795,925	–	–
At 31 March and 1 April 2024	24,492,209	3,321,592	6,440,000
Changes from financing cash flows:			
Capital element of lease payments	(9,264,521)	–	–
Interest element of lease payments	(1,387,772)	–	–
Proceeds from shareholder's loan	–	–	12,036,269
Repayment of shareholder's loan	–	–	(12,900,000)
Advances from a director	–	2,700,221	–
Repayment to a director	–	(75,003)	–
Total changes from financing cash flows	(10,652,293)	2,625,218	(863,731)
Exchange adjustments	(8,939)	(60,187)	45,766
Other changes:			
Increase in lease liabilities from entering into new leases	1,746,783	–	–
Finance cost on lease liabilities	1,387,772	–	–
Total other changes	3,134,555	–	–
At 31 March 2025	16,965,532	5,886,623	5,622,035

19 TRADE AND OTHER PAYABLES AND ACCRUALS

	2025 HK$	2024 HK$
Trade payables	62,315,241	4,942,652
Other payables and accruals	2,514,953	1,500,518
Accrual for other expenses	2,704,186	1,140,310
Accrual for staff costs	1,053,217	1,159,250
Provision for long service payments	–	374,928
	68,587,597	9,117,658

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

	2025 HK$	2024 HK$
Within 1 month	7,887,814	4,572,167
1 to 2 months	1,551,719	167,919
2 to 3 months	1,267,234	93,841
Over 3 months	51,608,474	108,725
	62,315,241	4,942,652

20 CONTRACT LIABILITIES

	2025 HK$	2024 HK$
Contract liabilities arising from provision of general printing services	3,462,451	1,965,728

Movements in contract liabilities are as follows:

	2025 HK$	2024 HK$
At the beginning of the reporting period	1,965,728	1,813,469
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(1,965,728)	(1,813,469)
Increase in contract liabilities as a result of billing in advance of delivering the printing products	3,476,601	1,965,728
Exchange difference	(14,150)	–
At the end of the reporting period	3,462,451	1,965,728

Contract liabilities represent deposits received or advance billing from customers for provision of general printing services. The amount of contract liabilities at the end of the reporting period is expected to be recognised as revenue in twelve months.

21 LEASE LIABILITIES

The Group leases retail shops, production sites, office premises, car parks and machinery for use in its operation. The periodic rent is fixed over the lease term, and the leases are generally negotiated for an initial period of one to three years (2024: one to three years) for leased properties and five years (2024: five years) for machinery, with some leases of properties which initial lease period is one year or less and thus not being capitalised. Some of the leases contain early termination option, which is not reflected in the measurement of lease liabilities.

At 31 March 2025, the carrying amounts of lease liabilities are not reduced by the amount of payments that would be avoided from exercising early termination option because it was considered reasonably certain that the Group would not exercise its right to terminate the lease. Total lease payments of HK$928,149 (2024: HK$1,270,906) are potentially avoidable if the Group were to exercise the options at the earliest opportunity.

The interest rates implicit in the lease for the leased machineries applied to lease liabilities range from 6.24% to 7.11% (2024: 6.26% to 8.02%).

The movements of the right-of-use assets of these leases are disclosed in note 13. The movements of lease liabilities in respect of these leases are as follows:

	Leased properties HK$	Machinery HK$	Total HK$
At 1 April 2023	8,835,681	2,453,923	11,289,604
Additions	11,842,678	17,504,505	29,347,183
Lease modification	(6,176,347)	(573,368)	(6,749,715)
Finance cost (note 8(a))	486,293	712,164	1,198,457
Lease payments	(6,757,344)	(3,835,976)	(10,593,320)
At 31 March 2024 and 1 April 2024	8,230,961	16,261,248	24,492,209
Additions	–	1,746,783	1,746,783
Finance cost (note 8(a))	420,976	966,796	1,387,772
Lease payments	(5,198,648)	(5,453,645)	(10,652,293)
Translation difference	(8,939)	–	(8,939)
At 31 March 2025	3,444,350	13,521,182	16,965,532

The Group's lease liabilities are secured by the underlying machinery with carrying value of HK$14,077,987 as at 31 March 2025 (2024: HK$14,410,142).

For the year ended 31 March 2025, the total cash outflows for the Group's lease arrangements including short-term leases amounted to HK$12,312,895 (2024:HK$11,474,303).

21 LEASE LIABILITIES (CONTINUED)

Future lease payments are due as follows:

	Minimum lease payment HK$	Finance cost HK$	Present value of minimum lease payments HK$
As at 31 March 2025			
Within one year	7,679,860	(873,410)	6,806,450
After one year but within two years	8,873,106	(795,649)	8,077,457
After two years but within five years	2,132,146	(50,521)	2,081,625
	18,685,112	(1,719,580)	16,965,532

	Minimum lease payment HK$	Finance cost HK$	Present value of minimum lease payments HK$
As at 31 March 2024			
Within one year	10,173,613	(1,330,736)	8,842,877
After one year but within two years	11,588,696	(1,252,570)	10,336,126
After two years but within five years	5,566,199	(252,993)	5,313,206
	27,328,508	(2,836,299)	24,492,209

The present value of future lease payments are analysed as follows:

	2025 HK$	2024 HK$
Current liabilities	6,806,450	8,842,877
Non-current liabilities	10,159,082	15,649,332
	16,965,532	24,492,209

22 DEFERRED TAXATION

The movements of the components of deferred taxation and the amounts of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position at the end of the reporting period are as follows:

	Tax losses HK$	Temporary difference related to property, plant and equipment and right-of-use assets HK$	Total HK$
At 1 April 2023	116,018	(182,068)	(66,050)
(Charged)/Credited to profit or loss (note 9)	(70)	826,495	826,425
At 31 March and 1 April 2024	115,948	644,427	760,375
Charged to profit or loss (note 9)	(70)	(650,803)	(650,873)
At 31 March 2025	115,878	(6,376)	109,502

	2025 HK$	2024 HK$
Represented by:		
Deferred tax assets	300,953	760,375
Deferred tax liabilities	(191,451)	–
	109,502	760,375

As at 31 March 2025, the Group had estimated unused tax losses of approximately HK$75,829,000 (2024: approximately HK$77,027,000) available for offset against future profits. The tax losses have no expiry date under the current tax legislation. Deferred tax asset in respect of tax losses of approximately HK$702,000 (2024: HK$703,000) has been recognised. Deferred tax assets have not been recognised for tax losses of approximately HK$75,127,000 (2024: HK$76,324,000) as in the opinion of the directors, it is not probable that taxable profits will be available for utilising such losses.

23 PROVISION FOR REINSTATEMENT COST

	2025 HK$	2024 HK$
At the beginning of the reporting period	40,000	100,000
Addition of provision for reinstatement costs	10,000	10,000
Reversal of provision for reinstatement costs	(20,000)	(70,000)
At the end of the reporting period	30,000	40,000

Under the terms of certain leases in respect of properties entered into by the Group, the Group is required to reinstate the properties to the original physical conditions at the end of the respective leases. Provision is therefore made for the best estimate of the expected costs that related to the restoration of the alternations made to the properties.

24 LOAN FROM A SHAREHOLDER

Loan from a shareholder was drawn under the Loan Facility as disclosed in note 3(c)(iv), which is unsecured, interest-free and repayable when repayment will not affect the Group's ability to repay other creditors in normal course of business.

25 AMOUNT DUE TO A DIRECTOR

The amounts due are unsecured, interest-free and repayable on demand.

26 AMOUNTS DUE FROM/TO RELATED COMPANIES

The amount due to a related company which arose from trading transactions as disclosed in note 31(b) is unsecured, interest-free and repayable on demand. As at 31 March 2025, the age of the balance, based on the invoice date is over 3 months.

The amount due from a related company mainly arose from the sale transaction of a printing machinery as disclosed in note 31(b). As at 31 March 2025, the age of the balance, based on the invoice date is over 3 months.

27 CAPITAL AND RESERVES

(a) Movements in the Company's reserves

	Share premium HK$	Accumulated losses HK$	Total equity HK$
At 1 April 2023	29,644,379	(44,429,938)	(14,785,559)
Loss and total comprehensive income for the year	–	(26,208,702)	(26,208,702)
Issue of shares under subscription agreement	2,749,775	–	2,749,775
Issue of shares upon completion of Rights Issue	17,733,953	–	17,733,953
At 31 March and 1 April 2024	50,128,107	(70,638,640)	(20,510,533)
Loss and total comprehensive income for the year	–	(3,957,565)	(3,957,565)
At 31 March 2025	50,128,107	(74,596,205)	(24,468,098)

27 CAPITAL AND RESERVES (CONTINUED)

(b) Share capital

	Par value HK$	Number of shares	Amount HK$
Authorised:			
At 1 April 2023	0.01	2,000,000,000	20,000,000
Increase in authorised share capital (note (ii))	0.01	18,000,000,000	180,000,000
2023 Share Consolidation (note (iii))		(16,000,000,000)	–
At 31 March 2024	0.05	4,000,000,000	200,000,000
2025 Share Consolidation (note (v))		(3,200,000,000)	–
At 31 March 2025	0.25	800,000,000	200,000,000
Issued and fully paid:			
At 1 April 2023	0.01	900,000,000	9,000,000
Issue of shares under subscription agreement (note (i))	0.01	98,000,000	980,000
2023 Share Consolidation (note (iii))		(798,400,000)	–
Issue of shares upon completion of Rights Issue (note (iv))	0.05	299,400,000	14,970,000
At 31 March 2024	0.05	499,000,000	24,950,000
2025 Share Consolidation (note (v))		(399,200,000)	–
At 31 March 2025	0.25	99,800,000	24,950,000

Note:

(i) On 19 April 2023, the Company entered into a subscription agreement ("Subscription Agreement") with independent third parties ("Subscribers") pursuant to which, the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for a total of 98,000,000 shares of the Company at the subscription price of HK$0.04 per subscription share ("Subscription"). The conditions of the Subscription Agreement have been fulfilled and completion took place on 3 May 2023.

(ii) On 3 October 2023, the Board proposed to increase the authorised share capital of the Company from HK$20,000,000 divided into 2,000,000,000 shares to HK$200,000,000 divided into 20,000,000,000 shares by the creation of an additional 18,000,000,000 new shares. The increase in authorised share capital was approved by the shareholders at the extraordinary general meeting ("EGM') of the Company held on 21 December 2023 and became effective on the same date.

(iii) On 3 October 2023, the Board proposed that every five shares in the issued and unissued share capital of the Company be consolidated into one consolidated share of par value of HK$0.05 (the "2023 Share Consolidation"). The 2023 Share Consolidation was approved by the shareholders at the EGM of the Company held on 21 December 2023 and the same became effective on 27 December 2023.

(iv) On the basis of three rights share for every two consolidated shares held by qualifying shareholders, 299,400,000 right shares at HK$0.115 per share were allotted and issued upon the completion of the rights issue (the "Right Issue") on 6 February 2024.

(v) On 19 February 2025, the Board proposed that every five shares in the issued and unissued share capital of the Company be consolidated into one consolidated share of par value of HK$0.25 (the "2025 Share Consolidation"). The 2025 Share Consolidation was approved by the shareholders at the EGM of the Company held on 14 March 2025 and the same became effective on 18 March 2025.

27 CAPITAL AND RESERVES (CONTINUED)

(c) Nature and purpose of reserves

(i) Share premium

The share premium account is governed by the Company Law of the Cayman Islands and may be applied by the Company subject to the provision, if any, of its memorandum and articles of association in paying distributions or dividends to equity shareholders.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividends is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(ii) Capital reserve

The capital reserve represented the difference between the par value of the Company's shares issued and the equity of Universe Printshop Limited acquired pursuant to a reorganisation completed on 8 June 2017 in connection with the listing of the Company's share on GEM of the Stock Exchange (the "Reorganisation"). Pursuant to the Reorganisation, the Company issued 13,334 shares of US$1.00 each to the then shareholders of Universe Printshop Limited in consideration of acquiring their equity interests held in Universe Printshop Limited. The difference between the then shareholders' equity of Universe Printshop Limited over the par value of the shares issued by the Company was transferred to the capital reserve at the date of reorganisation.

(iii) Translation reserve

Translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations in accordance with the accounting policies adopted in note 4(k).

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group defines "capital" as total equity. The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group is not subject to externally imposed capital requirements. As detailed in note 3(c), some plans and measures have been taken including to obtain advance from the controlling shareholder to improve liquidity of the Group and to enable the Group to continue as a going concern.

28 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

	2025 HK$	2024 HK$
Financial assets		
Financial assets measured at amortised cost		
Trade and other receivables and deposits	61,066,707	8,491,699
Amount due from a related company	7,580,838	–
Cash and cash equivalents	1,769,519	9,778,940
	70,417,064	18,270,639
Financial liabilities		
Financial liabilities measured at amortised cost		
Trade and other payables and accruals	68,587,597	8,742,730
Loan from a shareholder	5,622,035	6,440,000
Amount due to a director	5,886,623	3,321,592
Amounts due to a related company	868,431	–
	80,964,686	18,504,322
Other financial instruments		
Lease liabilities	16,965,532	24,492,209

The carrying amounts of the Group's financial assets and liabilities carried at amortised cost are not materially different from their fair values as at the end of the reporting period due to their short-term nature.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

The Group mainly exposes to credit risk, liquidity risk and cash flow interest rate risk arising from the normal course of its business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to bank deposits and trade and other receivables and deposits (note 17) and amount due from a related company. The carrying amounts of bank deposits, trade and other receivables and deposits represent the Group's maximum exposure to credit risk in respect of these items. The Group has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Cash is deposited with financial institutions with sound credit ratings and the Group has exposure limit to any single financial institution. Given their high credit ratings, management consider it is remote that any of these financial institutions and counterparties will fail to meet their obligations.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(a) Credit risk (Continued)

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Credit customers are generally given credit period of 30 to 90 days. Normally, the Group does not obtain collateral from customers.

As at 31 March 2025, the Group has concentration of credit risk as the trade receivables due from the Group's major customer accounted for 65% of the Group's total trade receivables.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECL. Except for the designated corporate customers and debtors which are assessed to be credit-impaired and thus are assessed for impairment individually, trade receivables are grouped under a provision matrix by reference to historical data on default experience of the debtors. The expected credit losses also incorporate forward looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle the trade receivables. Trade receivables have been grouped based on shared credit risk characteristics and the days past due.

In the provision matrix, the ECL rates adopted to different age groups of the trade receivables which are subject to collective assessment are as follow:

	2025		
	Gross carrying amount HK$	ECL rate	Total loss allowance HK$
Collective assessment:			
Not past due	16,694,787	0%	–
Past due:			
– 30 days or below	458,249	0.03%	131
– 31 days to 90 days	2,595,395	0.03%	749
– Over 90 days	751,684	5.56%	41,767
	20,500,115		42,647
Individual assessed for specific debtors	41,525,307	6.23%-100%	3,751,509
	62,025,422		3,794,156

	2024		
	Gross carrying amount HK$	ECL rate	Total loss allowance HK$
Collective assessment:			
Not past due	1,037,909	0%	–
Past due:			
– 30 days or below	364,299	0.03%	105
– 31 days to 90 days	956,078	0.03%	276
– Over 90 days	2,505,807	9.30%	233,152
	4,864,093		233,533
Individual assessed for specific debtors	1,085,833	100%	1,085,833
	5,949,926		1,319,366

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(a) Credit risk (Continued)

ECLs rates are based on the past credit loss experience of the debtor. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables.

The Group has adopted general approach to measure ECLs on financial assets including other receivables, deposits and other financial assets at amortised costs as disclosed in note 4(e)(ii). Under the general approach, the Group applies the "3-stage" impairment model for ECLs measurement based on change in credit risk since initial recognition as follows:

Stage 1: If the credit risk of the financial instrument has not increased significantly since initial recognition, the financial instrument is included in Stage 1.

Stage 2: If the credit risk of the financial instrument has increased significantly since its initial recognition but is not deemed to be credit impaired, the financial instrument is included in Stage 2.

Stage 3: If the financial instrument is credit impaired, the financial instrument is included in Stage 3.

The ECLs for financial instruments in Stage 1 are measured at an amount equivalent to 12-month ECLs whereas the ECLs for financial instruments in Stage 2 or Stage 3 are measured at an amount equivalent to lifetime ECLs. When determining whether the risk of default has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit risk assessment and including forward-looking information. In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change in the debtors' ability to meet their debt obligations;
- actual or expected significant changes in the operating results of the debtors;
- significant changes in the expected performance and behaviour of the debtors, including changes in the payment status of debtors; and
- actual or expected significant adverse change in the regulatory, economic, or technological environment in which the debtors operate that results in a significant change in the debtors' ability to meet their debt obligations.

In respect of other receivables and deposits and amount due from a related company, the Group considers the background and regularly monitors the financial condition of the counterparties to assess the recoverability of the outstanding balances. The credit risk of these receivables as at the end of the reporting period has not increased significantly since initial recognition and the amounts of ECLs were insignificant and no provision was made accordingly.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and to ensure that it maintains sufficient reserves of cash and adequate committed funding lines from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities and lease liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

	Carrying amount HK$	Total contractual undiscounted cash flow HK$	Within 12 months or on demand HK$	More than 1 year but less than 2 years HK$	More than 2 years but less than 5 years HK$
As at 31 March 2025					
Trade payables, other payables and accruals	68,587,597	68,587,597	68,587,597	–	–
Lease liabilities	16,965,532	18,685,112	7,679,860	8,873,106	2,132,146
Loan from a shareholder	5,622,035	5,622,035	5,622,035	–	–
Amount due to a director	5,886,623	5,886,623	5,886,623	–	–
Amounts due to a related company	868,431	868,431	868,431	–	–
	97,930,218	99,649,798	88,644,546	8,873,106	2,132,146
As at 31 March 2024					
Trade payables, other payables and accruals	8,742,730	8,742,730	8,742,730	–	–
Lease liabilities	24,492,209	27,328,508	10,173,613	11,588,696	5,566,199
Loan from a shareholder	6,440,000	6,440,000	6,440,000	–	–
Amount due to a director	3,321,592	3,321,592	3,321,592	–	–
	42,996,531	45,832,830	28,677,935	11,588,696	5,566,199

(c) Cash flow interest rate risk

Other than the lease liabilities of the right-of-use assets which carry interest at prevailing market interest rates, the Group has no other significant interest-bearing assets or liabilities which are subject to cash flow interest rate risk. Therefore, the interest rate risk mainly arises from interest-bearing lease liabilities. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's lease liabilities over the leased machineries.

At 31 March 2025, had the interest rate on lease liabilities been 100 basis point higher/lower with all other variables held constant, post-tax profit for the year would have been lower/higher by approximately HK$111,000 (2024: post-tax loss would have been higher/lower by HK$126,000) mainly as a result of higher/lower interest expense on the floating rate lease liabilities.

30 CAPITAL COMMITMENTS

Capital commitments outstanding at the reporting date not provided for in the consolidated financial statements were as follows:

	2025 HK$	2024 HK$
Contracted for acquisition of leasehold improvements and printers	–	2,549,700

31 RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material related party transactions.

(a) Key management personnel remuneration

All members of key management personnel are the directors of the Group and their remuneration is disclosed in note 10.

(b) Transactions with related parties

	2025 HK$	2024 HK$
Lease payments made to the following related company, the majority shareholding of which is held by a director:		
– Wilson Printing Equipment Limited	255,000	–
Sales of printing products to the following related company, the majority shareholding of which is held by a director:		
– Tomato Printing Technology Limited	1,639,056	–
Sales of printing equipment to a related company (note)	7,074,579	–
Sales commission paid/payable to the following related company, the majority shareholding of which is held by a director:		
– 榮創電子股份有限公司	876,037	–
Salaries and retirement scheme contribution paid to:		
– Ms. NG Lai Nga, spouse of a director	–	78,750

Note:

In August 2024, the Group disposed of the entire issued share capital of an active subsidiary (the “Former Subsidiary”) to an independent third party at a consideration of nil as the Former Subsidiary had a net liability position at the time of disposal. Later, the Group disposed of a display printing machinery to the Former Subsidiary at a consideration of RMB6,550,000, equivalent to HK$7,074,579 (the “Disposal”). Due to the independent third party was not satisfied with the quality of the printing machinery which was previously deployed in exhibition, in November 2024, the independent third party disposed of the entire issued share capital of the Former Subsidiary holding the display printing machinery to a close family member of a director who is a related party of the Group. The related party acquired the equity interest of the Former Subsidiary and assumed the liability arising from the purchase of the printing machinery by the Former Subsidiary. As at 31 March 2025, the consideration of the Disposal amounting to HK$7,013,150 was outstanding, which is unsecured, interest-free and payable by October 2025. The consideration was fully settled as at the date of these financial statements.

32 SHARE OPTION SCHEME

The Company adopted a share option scheme by written resolutions of shareholders passed on 26 February 2018. The purpose of the share option scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and service providers of the Group and to promote the success of the business of the Group.

The subscription price of a share in respect of any particular option granted under the share option scheme shall be a price solely determined by the directors and notified to a participant and shall be at least the higher of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; or (iii) the nominal value of a share on the date of grant of the option.

The total number of shares issued and to be issued upon the exercise of options granted to any participant (including both exercised and outstanding options) under the share option scheme, in any 12-month period up to the date of grant shall not exceed 1% of the Company's shares in issue. Any further grant of options in excess of such limit must be separately approved by shareholders in general meeting with such grantee and his close associates (or his associates if such grantee is a connected person) abstaining from voting. An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of an offer for the grant of option(s) is HK$1.0.

An option may be exercised in accordance with the terms of the share option scheme at any time during a period as the directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. The share option scheme will remain in force for a period of ten years commencing on the date of its adoption on 26 February 2018 and will expire at the close of business on 25 February 2028. Under the said scheme, the maximum number of shares of the Company that may be issued upon the exercise of options that may be granted is 90,000,000 shares of HK$0.01 each (equivalent to 3,600,000 shares of HK$0.25 each after 2023 Share Consolidation and 2025 Share Consolidation as disclosed in note27 (b)), representing approximately 3.6% of the issued share capital of the Company at the end of the reporting period. No share options were granted under the share option scheme since its adoption.

33 DIVIDEND

No dividend was paid or proposed during the year, nor has any dividend been proposed since the end of the reporting period (2024: Nil).

34 STATEMENT OF FINANCIAL POSITION OF HOLDING COMPANY

	Notes	2025 HK$	2024 HK$
ASSETS AND LIABILITIES			
Non-current assets			
Investment in a subsidiary	15	133	133
Current assets			
Other receivables		330,963	298,632
Amount due from subsidiaries		20,149,103	24,248,288
Cash and cash equivalents		13,061	35,967
		20,493,127	24,582,887
Current liabilities			
Accruals		860,062	628,234
Amounts due to subsidiaries		19,151,296	19,515,319
		20,011,358	20,143,553
Net current assets		481,769	4,439,334
Net assets		481,902	4,439,467
CAPITAL AND RESERVES			
Share capital	27(b)	24,950,000	24,950,000
Share premium	27(a)	50,128,107	50,128,107
Accumulated losses	27(a)	(74,596,205)	(70,638,640)
Total equity		481,902	4,439,467

Approved and authorised for issue by the board of directors on 29 July 2025.

LAM Shing Tai
Director

YIP Chi Man
Director

35 EVENTS AFTER THE END OF THE REPORTING PERIOD

Capital reduction and Sub-division

Pursuant to the circular of the Company dated 19 February 2025, the Company proposed (i) the issued share capital of the Company would be reduced by cancelling the paid up capital to the extent of HK$0.24 on each of the then issued consolidated shares such that the par value of each issued consolidated share would be reduced from HK$0.25 to HK$0.01 ("Capital Reduction"); and (ii) immediately following the Capital Reduction, each of the authorised but unissued consolidated shares of par value of HK$0.25 each be sub-divided into twenty five new shares of par value of HK$0.01 each ("Share Sub-Division"). The proposed special resolution to approve the Capital Reduction and Sub-division was duly passed by the shareholders of the Company at the Extraordinary General Meeting held on 14 March 2025. The effective date of the Capital Reduction and Sub-Division was on 29 May 2025.

Further details on the Capital Reduction and Share Sub-Division are set out in the announcement of the Company dated 11 February 2025 and the circular dated 19 February 2025.

36 COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed.

Financial Summary

For the year ended 31 March 2025

A summary of the results and the assets, liabilities and equity of the Group for the last five financial years, as extracted from the audited financial statements in this annual report and prior year financial statements are as follows:

	Year ended 31 March				
	2025	2024	2023	2022	2021
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	163,861	69,930	95,474	113,652	103,133
Gross profit	34,973	9,417	14,692	24,396	20,298
Profit/(Loss) and total comprehensive income for the year	606	(28,671)	(20,503)	(4,447)	(12,536)

	As at 31 March				
	2025	2024	2023	2022	2021
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-current assets	26,069	29,636	19,824	20,127	18,840
Current assets	83,283	22,880	12,990	29,231	35,801
Total assets	109,352	52,516	32,814	49,358	54,641
Current liabilities	91,264	29,728	29,577	25,065	24,959
Non-current liabilities	10,350	15,649	3,918	4,471	5,413
Total liabilities	101,614	45,377	33,495	29,536	30,372
Total equity/(Capital deficiency)	7,738	7,139	(681)	19,822	24,269